

RIGEL PHARMACEUTICALS INC  
Form 8-K  
January 30, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 26, 2015**

**RIGEL PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-29889**  
(Commission File No.)

**94-3248524**  
(IRS Employer Identification No.)

**1180 Veterans Boulevard**

**South San Francisco, CA**

(Address of principal executive offices)

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94080

(Zip Code)

Registrant's telephone number, including area code: **(650) 624-1100**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

On January 26, 2015, the Compensation Committee (the Compensation Committee) of the Board of Directors (the Board) of Rigel Pharmaceuticals, Inc. (the Company) approved stock option grants to certain of the Company's officers (collectively, the Officers):

| Name              | Title  | Stock Options |
|-------------------|--|---------------|
| Raul Rodriguez    | President and Chief Executive Officer                                      | 900,000       |
| Donald Payan      | Executive Vice President, President of Discovery and Research              | 400,000       |
| Elliott Grossbard | Executive Vice President, Chief Medical Officer                            | 350,000       |
| Dolly Vance       | Executive Vice President, Corporate Affairs, General Counsel and Secretary | 350,000       |
| Ryan Maynard      | Executive Vice President, Chief Financial Officer                          | 350,000       |

The stock options vest as follows: 50% of the shares of common stock subject to the award vest in equal monthly installments over two years from the vesting commencement date of January 1, 2015; and 50% of the shares of common stock subject to the award vest based on the achievement of one or more performance conditions.

The Compensation Committee also approved an increase to the 2015 base salary for Raul Rodriguez, the Company's President and Chief Executive Officer, from \$551,720 to \$600,000. The Compensation Committee did not approve any changes to the salaries of any other Officers, and no payouts were made under the Company's 2014 Cash Incentive Plan.

On January 27, 2015, the Board approved the 2015 Cash Incentive Plan (the Incentive Plan), pursuant to which the Company's named executive officers and other employees may become entitled to cash bonus payments based on attainment of specified corporate performance goals. A copy of the Incentive Plan is attached as Exhibit 10.30 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits.**

| Exhibit | Description              |
|---------|--------------------------|
| 10.30   | 2015 Cash Incentive Plan |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 30, 2015

**RIGEL PHARMACEUTICALS, INC.**

By: /s/ Dolly A. Vance  
Dolly A. Vance  
*Executive Vice President, General Counsel and Corporate  
Secretary*

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>       |
|----------------|--------------------------|
| 10.30          | 2015 Cash Incentive Plan |

4

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