

RIGEL PHARMACEUTICALS INC  
Form DEFA14A  
March 29, 2017

UNITED STATES  
SECURITIES AND  
EXCHANGE  
COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to  
Section 14(a) of  
the Securities Exchange Act  
of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than  
the Registrant

Check the appropriate box:

- Preliminary Proxy  
Statement
- Confidential, for Use of  
the Commission Only  
(as permitted by Rule  
14a-6(e)(2))
- Definitive Proxy  
Statement
- Definitive Additional  
Materials
- Soliciting Material  
under §240.14a-12

RIGEL  
PHARMACEUTICALS,  
INC.

(Name of Registrant as  
Specified In Its Charter)

(Name of Person(s) Filing  
Proxy Statement, if other  
than the Registrant)

Payment of Filing Fee  
(Check the appropriate box):

No fee required.  
Fee computed on table  
below per Exchange Act  
Rules 14a-6(i)(1) and  
0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.  
Check box if any part of the fee is offset as

provided by Exchange  
Act Rule 0-11(a)(2) and  
identify the filing for  
which the offsetting fee  
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Identify the previous  
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Form or Schedule and  
the date of its filing.

- (1) Amount  
Previously  
Paid:
  - (2) Form,  
Schedule or  
Registration  
Statement  
No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 11, 2017. RIGEL PHARMACEUTICALS, INC. You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of RIGEL PHARMACEUTICALS, INC. ATTN: INVESTOR RELATIONS 1180 VETERANS BLVD. SOUTH SAN FRANCISCO, CA 94080 the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. proxy materials and voting instructions. E22043-P87427 See the reverse side of this notice to obtain Meeting Information Meeting Type:Annual Meeting For holders as of:March 17, 2017 Date: May 11, 2017Time: 10:00 AM Pacific Time Location: Rigel Pharmaceuticals, Inc. 1180 Veterans Boulevard South San Francisco, CA 94080

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Before You Vote How to Access the Proxy Materials Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. How To Vote Please Choose One of the Following Voting Methods marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions. E22044-P87427 Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Proxy Materials AAvvaaiillaabbllee tttooVVVIEIEWWoorrRREEECCEEIVIVEE: : NOTICE AND PROXY STATEMENTFORM 10-K How to View Online: following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET:[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*:[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 27, 2017 to facilitate timely delivery.

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The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: 1a. Walter H. Moos, Ph.D. 1b. Raul R. Rodriguez 2. Approval of the 2011 equity incentive plan, as amended. 3. Approval of the 2000 non-employee directors stock option plan, as amended. 4. Advisory vote on executive compensation. The Board of Directors recommends you vote 1 year on the following proposal: 5. Selection of frequency of "say-on-pay" proposal. The Board of Directors recommends you vote FOR the following proposal: 6. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2017. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. E22045-P87427 Voting Items

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