

RIGEL PHARMACEUTICALS INC  
Form 8-K  
February 26, 2008

**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): **February 21, 2008**

**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 94080**

(Address of principal executive offices and zip code)

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

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 February 21, 2008, the Board of Directors of Rigel Pharmaceuticals, Inc. approved its 2008 Cash Incentive Plan. The 2008 Cash Incentive Plan is attached as Exhibit 10.37 hereto and is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.37	2008 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.

**RIGEL PHARMACEUTICALS, INC.**

Dated: February 25, 2008

By:

/s/ Dolly Vance  
Dolly Vance  
*Senior Vice President, General Counsel and  
Corporate Secretary*

**EXHIBIT INDEX**

<b>Exhibit No.</b>		<b>Description</b>
10.37		2008 Cash Incentive Plan.

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