

RIGEL PHARMACEUTICALS INC  
Form SC 13G/A  
February 11, 2004

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
-----

SCHEDULE 13G  
(Amendment No. 6)\*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)

RIGEL PHARMACEUTICALS, INC.

-----  
(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

766559108  
-----

(CUSIP Number)

December 31, 2003  
-----

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

Page 1 of 18 pages

CUSIP No. 766559108

Page 2 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

2,210,601  
Please see Attachment A & Footnote 1

REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 1

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 1

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 1: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

CUSIP No. 766559108

Page 3 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta Partners II, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,210,601  
Please see Attachment A & Footnote 2

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 2

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 2

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 2: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

CUSIP No. 766559108

Page 4 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta California Partners, L. P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
2,210,601  
Please see Attachment A & Footnote 3

7 SOLE DISPOSITIVE POWER  
-0-

8 SHARED DISPOSITIVE POWER  
2,210,601  
Please see Attachment A & Footnote 3

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,210,601 Please see Attachment A and Footnote 3

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
14.9%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 3: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 5 of 18 Pages

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta California Management Partners, L. P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,210,601  
Please see Attachment A & Footnote 4

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 4

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 4: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 6 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

Alta Embarcadero Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER  
2,210,601  
Please see Attachment A & Footnote 5

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 5

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 5

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 5: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 7 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta BioPharma Partners II, L.P.

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,210,601  
Please see Attachment A & Footnote 6

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 6: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 8 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta BioPharma Management Partners II, LLC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER

2,210,601

Please see Attachment A & Footnote 7

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601

Please see Attachment A & Footnote 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601

Please see Attachment A and Footnote 7

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 7: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 9 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta Embarcadero BioPharma Partners II, LLC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
 (b)



Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,210,601  
Please see Attachment A & Footnote 8

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

2,210,601  
Please see Attachment A & Footnote 8

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601 Please see Attachment A and Footnote 8

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 8: Includes the 1,950,184 shares of Common Stock and Warrants to purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 10 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farah Champsi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

1,481,943

Please see Attachment A & Footnote 9

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,481,943

Please see Attachment A & Footnote 9

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,481,943

Please see Attachment A and Footnote 9

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.0%

12 TYPE OF REPORTING PERSON\*

IN

-----  
 \*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 9: Includes the 1,256,249 shares of Common Stock and Warrants to purchase 225,694 shares of Common Stock held by the funds affiliated with Alta Partners II. See Attachment A.

CUSIP No. 766559108

Page 11 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jean Deleage

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

2,779

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

2,210,601

Please see Attachment A & Footnote 10

7 SOLE DISPOSITIVE POWER

2,779

8 SHARED DISPOSITIVE POWER

2,210,601

Please see Attachment A & Footnote 10

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,213,380

Please see Attachment A and Footnote 10

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.9%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 10: Includes the 1,950,184 shares of Common Stock, Warrants to purchase 260,417 shares of Common Stock, and Stock Options for 2,779 shares of Common Stock. See Attachment A.

CUSIP No. 766559108

Page 12 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Garrett Gruener

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

United States

-----

	5	SOLE VOTING POWER
		-0-
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		728,658
		Please see Attachment A & Footnote 11
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		728,658
		Please see Attachment A & Footnote 11

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

728,658                      Please see Attachment A and Footnote 11

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

-----

12 TYPE OF REPORTING PERSON\*

IN

-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 11: Includes the 693,935 shares of Common Stock and Warrants to purchase 34,723 shares of Common Stock held by the funds affiliated with Alta Partners. See Attachment A.

CUSIP No. 766559108 Page 13 of 18 Pages

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alix Marduel

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

-----

	5	SOLE VOTING POWER
		-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		1,481,943
		Please see Attachment A & Footnote 12
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		1,481,943
		Please see Attachment A & Footnote 12

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,481,943                      Please see Attachment A and Footnote 12

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

|  |

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.0%

-----

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 12: Includes the 1,256,249 shares of Common Stock and Warrants to purchase 225,694 shares of Common Stock held by the funds affiliated with Alta Partners II. See Attachment A.

CUSIP No. 766559108 Page 14 of 18 Pages

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Guy Nohra

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  |  
(b)  |

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

5 SOLE VOTING POWER

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

-0-

---

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		728,658 Please see Attachment A & Footnote 13

---

	7	SOLE DISPOSITIVE POWER
		-0-

---

	8	SHARED DISPOSITIVE POWER
		728,658 Please see Attachment A & Footnote 13

---

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

728,658                      Please see Attachment A and Footnote 13

---

10     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

---

12     TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 13: Includes the 693,935 shares of Common Stock and Warrants to purchase 34,723 shares of Common Stock held by the funds affiliated with Alta Partners. See Attachment A.

CUSIP No. 766559108

Page 15 of 18 Pages

Item 1.

(a) Name of Issuer: Rigel Pharmaceuticals, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

1180 Veterans Boulevard  
South San Francisco, CA 94080

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")  
Alta Partners II, Inc. ("AP II")  
Alta California Partners, L.P. ("ACP")  
Alta California Management Partners, L.P. ("ACMP")  
Alta Embarcadero Partners, LLC ("AEP")  
Alta BioPharma Partners II, L.P. ("ABP II")

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

Alta BioPharma Management Partners II, LLC ("ABMP II")  
 Alta Embarcadero BioPharma Partners II, LLC ("AEBP II")  
 Farah Chamsi ("FC")  
 Jean Deleage ("JD")  
 Garrett Gruener ("GG")  
 Alix Marduel ("AM")  
 Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050  
 San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities:	AP	California
	AP II	California
	ACP	Delaware
	ACMP	Delaware
	AEP	California
	ABP II	Delaware
	ABMP II	Delaware
	AEBP II	California

Individuals:	FC	United States
	JD	United States
	GG	United States
	AM	United States
	GN	United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 766559108

CUSIP No. 766559108

Page 16 of 18 Pages

Item 3. Not applicable.

Item 4. Ownership.

Please see Attachment A

The numbers listed below reflect the 1:9 Reverse Stock Split effective June 26, 2003.

		AP	AP II	ACP	ACMP	AEP	ABP I
(a)	Beneficial Ownership	2,210,601	2,210,601	2,210,601	2,210,601	2,210,601	2,210,
(b)	Percentage of Class	14.9%	14.9%	14.9%	14.9%	14.9%	14.9
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Voting	2,210,601	2,210,601	2,210,601	2,210,601	2,210,601	2,210,

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

Power							
	Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Dispositive Power	2,210,601	2,210,601	2,210,601	2,210,601	2,210,601	2,210,601
		AEBP II	FC	JD	GG	AM	GN
(a)	Beneficial Ownership	2,210,601	1,481,943	2,213,380	728,658	1,481,943	728,658
(b)	Percentage of Class	14.9%	10.0%	14.9%	4.9%	10.0%	4.9%
(c)	Sole Voting Power	-0-	-0-	2,779	-0-	-0-	-0-
	Shared Voting Power	2,210,601	1,481,943	2,210,601	728,658	1,481,943	728,658
	Sole Dispositive Power	-0-	-0-	2,779	-0-	-0-	-0-
	Shared Dispositive Power	2,210,601	1,481,943	2,210,601	728,658	1,481,943	728,658

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

CUSIP No. 766559108

Page 17 of 18 Pages

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the



Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

A: Joint Filing Statement

CUSIP No. 766559108

Page 18 of 18 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

ALTA PARTNERS

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.  
By: /s/ Jean Deleage  
-----  
Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

By: /s/ Jean Deleage  
-----  
Jean Deleage, General Partner

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage  
-----  
Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P.

By: Alta BioPharma Management Partners II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

ALTA BIOPHARMA MANAGEMENT PARTNERS II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Manager

/s/ Alix Marduel  
-----  
Alix Marduel

/s/ Jean Deleage  
-----  
Jean Deleage

/s/ Guy Nohra  
-----  
Guy Nohra

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

/s/ Garrett Gruener

/s/ Farah Champsi

-----  
Garrett Gruener

-----  
Farah Champsi

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: February 11, 2004

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, President

-----  
Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, General Partner

-----  
Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage

-----  
Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P.

ALTA BIOPHARMA MANAGEMENT PARTNERS II, LLC

By: Alta BioPharma Management Partners II, LLC

By: /s/ Farah Champsi

By: /s/ Farah Champsi

-----  
Farah Champsi, Managing Director

-----  
Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi

/s/ Alix Marduel

-----  
Farah Champsi, Manager

-----  
Alix Marduel

/s/ Jean Deleage

/s/ Guy Nohra

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

Jean Deleage

Guy Nohra

/s/ Garrett Gruener

/s/ Farah Champsi

-----  
Garrett Gruener

-----  
Farah Champsi

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. Alta California Partners, L.P. beneficially owns 678,436 shares of Common Stock and Warrants to purchase 33,947 shares of Common Stock. Alta Embarcadero Partners, LLC beneficially owns 15,499 shares of Common Stock and Warrants to purchase 776 shares of Common Stock. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members Alta Embarcadero Partners, LLC. As general partners and members of such funds, they may be deemed to share voting and investment powers over the shares held by the funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Alta Partners II, Inc. provides investment advisory services to several venture capital funds including Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC. Alta BioPharma Partners II, L.P. beneficially owns 1,211,676 shares of Common Stock and Warrants to purchase 217,686 shares of Common stock. Alta Embarcadero BioPharma Partners II, LLC beneficially owns 44,573 shares Common Stock and Warrants to purchase 8,008 shares of Common Stock. The managing directors of Alta BioPharma Partners II, L.P. and managers of Alta Embarcadero BioPharma Partners II, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners II, Inc. are managing directors of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), and managers of Alta Embarcadero BioPharma Partners II, LLC. As managing directors and managers of such entities, they may be deemed to share voting and investment powers over the shares beneficially held by the funds. The principals of Alta Partners II, Inc. disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Jean Deleage, Director, is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), a manager of Alta Embarcadero BioPharma Partners II, LLC, a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.), and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,429,362 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P., the 52,581 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC, the 712,362 shares of Common Stock beneficially owned by Alta California Partners L.P. and the 16,275 shares of Common Stock beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of his proportionate pecuniary interests therein. He holds stock options for 2,779 shares of Common Stock: options for 1,667 shares were granted on June 26, 2003, options for 556 shares were granted on June 20, 2002

## Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

and options for 556 shares were granted on July 19, 2001.

Ms. Farah Champs is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she currently shares voting and dispositive powers over the 1,429,362 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 52,581 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC. She disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of her proportionate pecuniary interests therein.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 712,383 shares of Common Stock beneficially owned by Alta California Partners L.P. and 16,275 shares of Common stock beneficially owned by Alta Embarcadero Partners LLC. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Page 1 of 2 of Attachment A

### Attachment A (continued)

Dr. Alix Marduel is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she currently shares voting and dispositive powers over the 1,429,362 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 52,581 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC. She disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of her proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). Thus he shares voting and dispositive powers over the 712,383 shares of Common Stock beneficially owned by Alta California Partners L.P. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Alta Partners and Alta Partners II, Inc. are venture capital firms that share an office in San Francisco. Alta Partners is California Corporation. Alta Partners II, Inc. is a California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, Alta Embarcadero Partners, LLC is a California Limited Liability Company, Alta BioPharma Partners II, L.P. is a Delaware Limited Partnership, and Alta Embarcadero BioPharma Partners II, LLC is a California Limited Liability Company.

Page 2 of 2 of Attachment A