

RIGEL PHARMACEUTICALS INC
Form SC 13G/A
May 07, 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. 7)*

UNDER THE SECURITIES ACT OF 1934

RIGEL PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

766559108

(CUSIP Number)

May 3, 2004

(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

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
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,880,250
Please see Attachment A & Footnote 1

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
Please see Attachment A & Footnote 1

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 1: Includes the 1,619,833 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
1,880,250
Please see Attachment A & Footnote 2

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
1,880,250
Please see Attachment A & Footnote 2

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,880,250 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)
11.18%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 2: Includes the 1,619,833 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 4 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 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

1,880,250
Please see Attachment A & Footnote 3

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
Please see Attachment A & Footnote 3

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 3: Includes the 1,619,833 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

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 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-

6 SHARED VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

1,880,250
 Please see Attachment A & Footnote 4

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
 Please see Attachment A & Footnote 4

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 4: Includes the 1,619,833 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)

Alta Embarcadero Partners, LLC

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

California

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,880,250
Please see Attachment A & Footnote 5

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
Please see Attachment A & Footnote 5

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 5: Includes the 1,619,833 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.

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

1,880,250
 Please see Attachment A & Footnote 6

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
 Please see Attachment A & Footnote 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 6: Includes the 1,619,833 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*

(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

1,880,250
Please see Attachment A & Footnote 7

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250
Please see Attachment A & Footnote 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250 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)

11.18%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 7: Includes the 1,619,833 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)

3 SEC USE ONLY

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

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

1,880,250

Please see Attachment A & Footnote 8

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,880,250

Please see Attachment A & Footnote 8

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,880,250

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)

11.18%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 8: Includes the 1,619,833 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 Champs

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-

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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)

8.81%

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

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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

United States

| | | | |
|---|---|--------------------------|--|
| | 5 | SOLE VOTING POWER | 11,112 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 1,880,250 Please see Attachment A & Footnote 10 |
| | 7 | SOLE DISPOSITIVE POWER | 11,112 |
| | 8 | SHARED DISPOSITIVE POWER | 1,880,250 Please see Attachment A & Footnote 10 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,891,362 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)
11.24%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 10: Includes the 1,619,833 shares of Common Stock, Warrants to purchase 260,417 shares of Common Stock, and Stock Options for 11,112 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
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 | |
| | | | 398,307 Please see Attachment A & Footnote 11 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | | | -0- |
| | 8 | SHARED DISPOSITIVE POWER | |
| | | | 398,307 Please see Attachment A & Footnote 11 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 398,307 | 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) | | |
| | 2.37% | | |
| 12 | TYPE OF REPORTING PERSON* | | |
| | IN | | |
| | *SEE INSTRUCTION BEFORE FILLING OUT! | | |
| | Footnote 11: Includes the 363,584 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) | X |
| 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 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)
 8.81%

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

 -0-

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

| | | |
|---|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 398,307 Please see Attachment A & Footnote 13 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 398,307 Please see Attachment A & Footnote 13 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 398,307 Please see Attachment A and Footnote 13 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.37% | |
| 12 | TYPE OF REPORTING PERSON* IN | |

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 13: Includes the 363,584 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")
- Alta BioPharma Management Partners II, LLC ("ABMP II")
- Alta Embarcadero BioPharma Partners II, LLC ("AEBP II")
- Farah Champsi ("FC")

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

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 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880, |
| (b) | Percentage of Class | 11.18% | 11.18% | 11.18% | 11.18% | 11.18% | 11.18 |
| (c) | Sole Voting Power | -0- | -0- | -0- | -0- | -0- | -0- |
| | Shared Voting Power | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880, |
| | Sole Dispositive Power | -0- | -0- | -0- | -0- | -0- | -0- |

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

| | | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 | 1,880,250 |
|-----|--------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| | Shared Dispositive Power | | | | | | |
| | | AEBP II | FC | JD | GG | AM | GN |
| (a) | Beneficial Ownership | 1,880,250 | 1,481,943 | 1,891,362 | 398,307 | 1,481,943 | 398,307 |
| (b) | Percentage of Class | 11.18% | 8.81% | 11.24% | 2.37% | 8.81% | 2.37% |
| (c) | Sole Voting Power | -0- | -0- | 11,112 | -0- | -0- | -0- |
| | Shared Voting Power | 1,880,250 | 1,481,943 | 1,880,250 | 398,307 | 1,481,943 | 398,307 |
| | Sole Dispositive Power | -0- | -0- | 11,112 | -0- | -0- | -0- |
| | Shared Dispositive Power | 1,880,250 | 1,481,943 | 1,880,250 | 398,307 | 1,481,943 | 398,307 |

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 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

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

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: April 5, 2004

ALTA PARTNERS

By: /s/ Jean Deleage

Jean Deleage, President

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

By: /s/ Jean Deleage

Jean Deleage, General Partner

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 EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi

Farah Champsi, Manager

/s/ Jean Deleage

Jean Deleage

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Jean Deleage

Jean Deleage, General Partner

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, Member

ALTA BIOPHARMA MANAGEMENT PARTNERS II,

By: /s/ Farah Champsi

Farah Champsi, Managing Director

/s/ Alix Marduel

Alix Marduel

/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: April 5, 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: Alta California Management Partners, L.

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,

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

Jean Deleage

Guy Nohra

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

/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 355,465 shares of Common Stock and Warrants to purchase 33,947 shares of Common Stock. Alta Embarcadero Partners, LLC beneficially owns 8,119 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 389,412 shares of Common Stock beneficially owned by Alta California Partners L.P. and the 8,895 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 11,112 shares of Common Stock: options for 8,333 shares were granted on January 26, 2004 options for 1,667 shares were granted on June 26, 2003, options for 556 shares were granted on June 20, 2002 and options for 556 shares were granted on July 19, 2001.

Ms. Farah Champsi is a managing director of Alta BioPharma Management Partners

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

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 389,412 shares of Common Stock beneficially owned by Alta California Partners L.P. and 8,895 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 389,412 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.

