

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

RIGEL PHARMACEUTICALS INC
Form SC 13G/A
July 02, 2003

OMB APPROVAL

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hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Amendment No. 5) *

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)

April 29, 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

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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 Please see Attachment A
SOLE VOTING POWER

-0-

6 SHARED VOTING POWER
2,210,601
Please see Attachment A & Footnote 1

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

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
Please see Attachment A and Footnote 1

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

16.8%

12 TYPE OF REPORTING PERSON*
Please see Attachment A

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

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affiliated with Alta Partners and Alta Partners II. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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 Please see Attachment A
SOLE VOTING POWER

-0-

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

7 SOLE DISPOSITIVE POWER

-0-

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,210,601

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Please see Attachment A and Footnote 2

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

16.8%

12 TYPE OF REPORTING PERSON*
Please see Attachment A

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

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affiliated with Alta Partners and Alta Partners II. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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 Please see Attachment A
SOLE VOTING POWER

-0-

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

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

16.8%

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

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purchase 260,417 shares of Common Stock held by the funds affiliated with Alta Partners and Alta Partners II. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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

Please see Attachment A

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 (11) EXCLUDES CERTAIN SHARES*

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

16.8%

Please see Attachment A

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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

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 Please see Attachment A
SOLE VOTING POWER

-0-

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
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 (11) EXCLUDES CERTAIN SHARES*

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

16.8%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Please see Attachment A

-0-

6 SHARED VOTING POWER

2,210,601

NUMBER OF BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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 (11) EXCLUDES CERTAIN SHARES*

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

16.8%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

PN

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Please see Attachment A
-0-

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 (11) EXCLUDES CERTAIN SHARES*

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

16.8%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

CO

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*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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 Please see Attachment A
SOLE VOTING POWER

-0-

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
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 (11) EXCLUDES CERTAIN SHARES*

|_

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

16.8%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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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

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 Please see Attachment A
SOLE VOTING POWER

-0-

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 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 (11) EXCLUDES CERTAIN SHARES*

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

11.3%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

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

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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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 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

United States

 5 Please see Attachment A
 SOLE VOTING POWER

2,779

 NUMBER OF 6 SHARED VOTING POWER
 SHARES 2,210,601
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7

 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 (11) EXCLUDES CERTAIN SHARES*

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

16.8%

-----Please see Attachment A-----
 12 TYPE OF REPORTING PERSON*

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

CUSIP No. 766559108

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 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

 Please see Attachment A
 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 (11) EXCLUDES CERTAIN SHARES*

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

5.5%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

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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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

CUSIP No. 766559108

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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

5 Please see Attachment A
SOLE VOTING POWER

-0-

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 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 (11) EXCLUDES CERTAIN SHARES*

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

11.3%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

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

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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

CUSIP No. 766559108

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 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 Please see Attachment A
 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 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 (11) EXCLUDES CERTAIN SHARES*

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

5.5%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

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

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. These numbers reflect the 1:9 Reverse Stock Split that was effective 6/26/03. See Attachment A.

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")
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 |

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(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 766559108

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 | 2,210,601 |
| (b) | Percentage of Class | 16.8% | 16.8% | 16.8% | 16.8% | 16.8% | 16.8% |
| (c) | Sole Voting Power | -0- | -0- | -0- | -0- | -0- | -0- |
| | Shared Voting Power | 2,210,601 | 2,210,601 | 2,210,601 | 2,210,601 | 2,210,601 | 2,210,601 |
| | 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 | 19,895,423 | 15,212,500 | 19,905,423 | 4,682,923 | 15,212,500 | 4,682,923 |
| (b) | Percentage of Class | 16.5% | 12.7% | 16.5% | 4.8% | 12.7% | 4.8% |
| (c) | Sole Voting Power | -0- | -0- | 10,000 | -0- | -0- | -0- |
| | Shared Voting Power | 19,895,423 | 15,212,500 | 19,895,423 | 4,682,923 | 15,212,500 | 4,682,923 |
| | Sole Dispositive Power | -0- | -0- | 10,000 | -0- | -0- | -0- |
| | Shared Dispositive Power | 19,895,423 | 15,212,500 | 19,895,423 | 4,682,923 | 15,212,500 | 4,682,923 |

Please see Attachment A

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

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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.

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

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: July 2, 2003

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.P.

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Jean Deleage

Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

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By: /s/ Jean Deleage

Jean Deleage, General Partner

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

ALTA BIOPHARMA MANAGEMENT PARTNERS

By: /s/ Farah Champsi

Farah Champsi, Managing Director

By: /s/ Farah Champsi

Farah Champsi, Member

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

/s/ Garrett Gruener

Garrett Gruener

/s/ Farah Champsi

Farah Champsi

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: July 2, 2003

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 Par

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Jean Deleage

Jean Deleage, General Part

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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

/s/ Garrett Gruener

Garrett Gruener

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, Member

ALTA BIOPHARMA MANAGEMENT PARTNERS

By: /s/ Farah Champsi

Farah Champsi, Member

/s/ Alix Marduel

Alix Marduel

/s/ Guy Nohra

Guy Nohra

/s/ Farah Champsi

Farah Champsi

Attachment A

On June 26, 2003, the funds affiliated with Alta Partners and Alta Partners II, Inc. purchased 1,302,083 shares of Common Stock and Warrants to purchase of 260,417 shares of Common Stock, in accordance with the terms of the Rigel Pharmaceuticals, Inc. Common Stock and Warrant Purchase Agreement that was signed April 29, 2003. Effective June 26, 2003, there was a 1:9 Reverse Stock Split of Common Stock. The numbers of shares listed on this attachment reflect the reverse stock split.

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. On June 26, 2003, Alta BioPharma Partners II, L.P. purchased 1,088,432 shares of Common Stock and Warrants to purchase 217,686 shares of Common Stock for an aggregate purchase price of \$6,269,451.32, and Alta Embarcadero BioPharma Partners II, LLC purchased 40,040 shares of Common Stock and warrants to purchase 8,008 shares of Common Stock for the aggregate purchase price of \$230,633.40. As of June 26, 2003, 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.

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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.

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. On June 26, 2003, Alta California Partners, L.P. purchased 169,733 shares of Common Stock and Warrants to purchase 33,947 shares of Common Stock for an aggregate purchase price of \$977,675.08. Alta Embarcadero Partners, LLC purchased 3,878 shares of Common Stock and Warrants to purchase 776 shares of Common Stock for an aggregate purchase price of \$22,338.28. As of June 26, 2003, 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 of 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.

On June 26, 2003, Mr. Jean Deleage, a director of Rigel Pharmaceuticals, Inc., was granted stock options to purchase 1,667 shares of Common Stock. In addition, he holds options for 556 shares of Common Stock granted on June 20, 2002 and options for 556 shares of Common Stock granted on July 19, 2001. The options vest 1/24th per month over a two-year period commencing on the date of grant. Mr. Deleage 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 712,383 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,

Page 1 of 2 of Attachment A

Attachment A (continued)

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

Ms. Farah Champsi 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

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

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

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

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

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.