

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

RIGEL PHARMACEUTICALS INC
Form SC 13G/A
September 01, 2004

United States
Securities and Exchange Commission
WASHINGTON, D.C. 20549

Schedule 13G
(Amendment No. 8)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

RIGEL PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

766559108

(CUSIP Number)

August 20, 2004

(Date of Event That 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).

CUSIP No. 766559108

Page 2 of 2

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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

Alta Partners

(2) Check The Appropriate Box If A Member Of A Group (a) X
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Number Of Shares Beneficially Owned By Each Reporting Person With

Please see Attachment A

(5) Sole Voting Power	-0-
(6) Shared Voting Power	1,097,880 Please see Attachment
(7) Sole Dispositive Power	-0-
(8) Shared Dispositive Power	1,097,880 Please see Attachment

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
1,097,880 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
5.91% Please see Attachment A

(12) Type Of Reporting Person
IA

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 3 of 3

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
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

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

California

Please see Attachment A			
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,097,880 Please see Attachment
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,097,880 Please see Attachment
(9) Aggregate Amount Beneficially Owned By Each Reporting Person	1,097,880	Please see Attachment A and Footnote 2	
(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*			
(11) Percent Of Class Represented By Amount In Row (11)	5.91%	Please see Attachment A	
(12) Type Of Reporting Person	IA		

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 4 of

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons	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		

Please see Attachment A			
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,097,880 Please see Attachment

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

	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,097,880 Please see Attachment

(9)	Aggregate Amount Beneficially Owned By Each Reporting Person		
	1,097,880	Please see Attachment A and Footnote 3	

(10)	Check If The Aggregate Amount In Row (11) Excludes Certain Shares*		

(11)	Percent Of Class Represented By Amount In Row (11)		
	5.91%	Please see Attachment A	

(12)	Type Of Reporting Person		
	PN		

CUSIP No. 766559108

Page 5 of 5

(1)	Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons		
	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		
Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	1,097,880 Please see Attachment
Person With			
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,097,880 Please see Attachment

(9)	Aggregate Amount Beneficially Owned By Each Reporting Person		
	1,097,880	Please see Attachment A and Footnote 4	

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

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

5.91% Please see Attachment A

(12) Type Of Reporting Person

PN

CUSIP No. 766559108

Page 6 of 6

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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

Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
---	-----	-------------------	-----

(6)	Shared Voting Power	1,097,880
	Please see Attachment	

(7)	Sole Dispositive Power	-0-
-----	------------------------	-----

(8)	Shared Dispositive Power	1,097,880
	Please see Attachment	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,097,880 Please see Attachment A and Footnote 5

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

5.91% Please see Attachment A

(12) Type Of Reporting Person

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

CO

CUSIP No. 766559108

Page 7 of 8

(1)	Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons			
	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			
		Please see Attachment A		
	Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
		(6)	Shared Voting Power	1,097,880 Please see Attachment A
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power	1,097,880 Please see Attachment A
(9)	Aggregate Amount Beneficially Owned By Each Reporting Person			
	1,097,880		Please see Attachment A and Footnote 6	
(10)	Check If The Aggregate Amount In Row (11) Excludes Certain Shares*			
(11)	Percent Of Class Represented By Amount In Row (11)			
	5.91%		Please see Attachment A	
(12)	Type Of Reporting Person			
	PN			

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

CUSIP No. 766559108

Page 8 o

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
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

	Please see Attachment A			
Number Of Shares	(5)	Sole Voting Power		-0-
Beneficially Owned				
By Each Reporting				
Person With	(6)	Shared Voting Power	1,097,880	Please see Attachment
	(7)	Sole Dispositive Power		-0-
	(8)	Shared Dispositive Power	1,097,880	Please see Attachment

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
1,097,880 Please see Attachment A and Footnote 7

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
5.91% Please see Attachment A

(12) Type Of Reporting Person
CO

CUSIP No. 766559108

Page 9 o

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
Alta Embarcadero BioPharma Partners II, LLC.

(2) Check The Appropriate Box If A Member Of A Group (a)

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

(b)

(3)	SEC Use Only			
(4)	Citizenship or Place of Organization			
	Delaware			
		Please see Attachment A		
	Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
		(6)	Shared Voting Power	1,097,880
			Please see Attachment	
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power	1,097,880
			Please see Attachment	
(9)	Aggregate Amount Beneficially Owned By Each Reporting Person			
	1,097,880		Please see Attachment A and Footnote 8	
(10)	Check If The Aggregate Amount In Row (11) Excludes Certain Shares*			
(11)	Percent Of Class Represented By Amount In Row (11)			
	5.91%		Please see Attachment A	
(12)	Type Of Reporting Person			
	CO			

CUSIP No. 766559108

Page 1

(1)	Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons			
	Farah Champsi			
(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		
	Number Of Shares Beneficially Owned	(5)	Sole Voting Power	1,998

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

By Each Reporting
Person With

(6) Shared Voting Power 1,063,157
Please see Attachment

(7) Sole Dispositive Power 1,998

(8) Shared Dispositive Power 1,063,157
Please see Attachment

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
1,065,155 Please see Attachment A and Footnote 9

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
5.67% Please see Attachment A

(12) Type Of Reporting Person
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 11

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
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

Number Of Shares Beneficially Owned -By Each Reporting Person With
Please see Attachment A

(5) Sole Voting Power 29,038

(6) Shared Voting Power 1,097,880
Please see Attachment

(7) Sole Dispositive Power 29,038

(8) Shared Dispositive Power 1,097,880
Please see Attachment

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

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,126,918 Please see Attachment A and footnote 10

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

5.99% Please see Attachment A

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 12

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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

Number Of Shares
Beneficially Owned
By Each Reporting
Person With

(5) Sole Voting Power 15,864

(6) Shared Voting Power 34,723
Please see Attachment

(7) Sole Dispositive Power 15,864

(8) Shared Dispositive Power 34,723
Please see Attachment

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

50,587 Please see Attachment A and footnote 11

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

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

(11) Percent Of Class Represented By Amount In Row (11)
 0.27% Please see Attachment A

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 13

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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

Please see Attachment A

Number Of Shares
 Beneficially Owned
 By Each Reporting
 Person With

(5)

Sole Voting Power

2,378

(6)

Shared Voting Power

1,063,1

Please see Attachment

(7)

Sole Dispositive Power

2,378

(8)

Shared Dispositive Power

1,063,1

Please see Attachment

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,065,535

Please see Attachment A and Footnote 12

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

5.67%

Please see Attachment A

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 14

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
 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

Number Of Shares Beneficially Owned By Each Reporting Person With	Please see Attachment A	(5)	Sole Voting Power	15,122
		(6)	Shared Voting Power	34,723
			Please see Attachment	
		(7)	Sole Dispositive Power	15,112
		(8)	Shared Dispositive Power	34,723
			Please see Attachment	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
 49,845 Please see Attachment A and Footnote 13

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
 0.27% Please see Attachment A

(12) Type Of Reporting Person
 IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

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

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

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

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 Champs ("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

Item 3. Not applicable.

Item 4 Ownership.

Please see Attachment A

	AP	AP II	ACP	ACMP	AEP	ABP I
(a) Beneficial	1,097,880	1,097,880	1,097,880	1,097,880	1,097,880	1,097,

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

Ownership							
(b)	Percentage of Class	5.91%	5.91%	5.91%	5.91%	5.91%	5.91%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Voting Power	1,097,880	1,097,880	1,097,880	1,097,880	1,097,880	1,097,880
	Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Dispositive Power	1,097,880	1,097,880	1,097,880	1,097,880	1,097,880	1,097,880
		AEBP II	FC	JD	GG	AM	GN
(a)	Beneficial Ownership	1,097,880	1,065,155	1,126,918	50,587	1,065,535	49,840
(b)	Percentage of Class	5.91%	5.67%	5.99%	0.27%	5.67%	0.27%
(c)	Sole Voting Power	-0-	1,998	29,038	15,864	2,378	15,120
	Shared Voting Power	1,097,880	1,063,157	1,097,880	34,723	1,063,157	34,720
	Sole Dispositive Power	-0-	1,998	29,038	15,864	2,378	15,120
	Shared Dispositive Power	1,097,880	1,063,157	1,097,880	34,723	1,063,157	34,720

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.

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

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

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: August 30, 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

ALTA BIOPHARMA MANAGEMENT PARTNERS II, LLC

By: /s/ Farah Champsi

Farah Champsi, Managing Director

By: /s/ Farah Champsi

Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

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

By: /s/ Farah Champsii

Farah Champsii, Manager

/s/ Jean Deleage

Jean Deleage

/s/ Garrett Gruener

Garrett Gruener

/s/ Alix Marduel

Alix Marduel

/s/ Guy Nohra

Guy Nohra

/s/ Farah Champsii

Farah Champsii

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: August 30, 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.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

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 II,

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

By: /s/ Farah Champsi

Farah Champsi, Managing Director

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

/s/ Garrett Gruener

Garrett Gruener

/s/ Farah Champsi

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. On August 20, 2004, Alta California distributed 352,434 shares of Common Stock to its general and limited partners, and Alta Embarcadero Partners, LLC distributed 8,049 shares of Common Stock to its members. As a result of the distribution, Alta California Partners, L.P. now beneficially owns Warrants to purchase 33,947 shares of Common Stock, and Alta Embarcadero Partners, LLC now beneficially owns 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. On August 20, 2004, Alta BioPharma Partners II, L.P. distributed 403,892 shares of Common Stock to its general and limited partners, and Alta Embarcadero BioPharma Partners II, LLC distributed 14,858 shares of Common Stock to its members. As a result of the distribution, Alta BioPharma Partners II, L.P. now beneficially owns 807,748 shares of Common Stock and Warrants to purchase 217,686 shares of Common stock, and Alta Embarcadero BioPharma Partners II, LLC now beneficially owns 29,715 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

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

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 807,748 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P., and the 29,715 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, 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. As a result of the Alta Partners and Alta Partners II, Inc. stock distributions, Mr. Deleage received a total of 9,593 shares of Common Stock. He holds stock options for 19,445 shares of Common Stock: options for 8,333 shares were granted on June 30, 2004, 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 Champsy 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 807,748 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 29,715 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. As a result of the Alta Partners II stock distribution on 8/20/04, the 1999 Farah Champsy Revocable Trust received 1,998 shares of Common Stock.

Page 1 of 2 of Attachment A

Attachment A (continued)

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. 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. Mr. Gruener received 15,864 shares from the Alta Partners stock distribution on 8/20/04.

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 807,748 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 2,915 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. As a result of the Alta Partners II stock distribution on 8/20/04, the Lockard/Marduel Revocable Trust received 2,378 shares of Common Stock.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P.

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

(which is the general partner of 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. As a result of the Alta Partners stock distribution on 8/20/04, the Nohra Living Trust received 11,442 shares of Common Stock and the Nohra 1996 Credit Trust received 3,680 shares of Common Stock.

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.