RIGEL PHARMACEUTICALS INC Form SC 13G/A November 02, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G (Amendment No. 9)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

RIGEL PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

766559108

(CUSIP Number)

October 21, 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)

|X| 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 c

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

	Alta Partners	3				
(2)		propriate Box If A Member	Of A Group		(a) (b)	Х
(3)	SEC Use Only					
(4)		or Place of Organization				
	California					
		KIT FILING Please see	e Attachment A			
	Of Shares ially Owned		(5)	Sole Voting Power	-0-	
By Each Person	Reporting With		(6)	Shared Voting Power	780,1	103
			(7)	Sole Dispositive Power	-0-	
			(8)	Shared Dispositive Power	780,	103
(9)	Aggregate Amo	ount Beneficially Owned By	y Each Reportin	ng Person		
		EXIT FILING Ple	ease see Attacl	nment A		
(10)	Check If The	Aggregate Amount In Row ((11) Excludes (Certain Shares*		
(11)	Percent Of Cl	ass Represented By Amount				
	3.99%	EXIT FILING Ple		nment A		
(12)	Type Of Repor					
	IA					
		*SEE INSTRUCTION BEFORE F	FILLING OUT!			
CUSIP N	766559108				Page	e 3 d
(1)				tion Nos. of Above Persons		
	Alta Partners					
(2)	Check The App	propriate Box If A Member	Of A Group		(a) (b)	
(3)	SEC Use Only					
(4)		or Place of Organization				
	California					

	EXIT E	FILING Please s	ee Attachment A		
	Of Shares ially Owned		(5)	Sole Voting Power	-0-
	Reporting		(6)	Shared Voting Power	780,103
1015011	WICH		(7)	Sole Dispositive Power	-0-
			(8)	Shared Dispositive Power	780,103
(9)	Aggregate Amount	Beneficially Owned	By Each Reporti	ng Person	
	•	EXIT FILING P		hment A	
	Check If The Aggr	regate Amount In Row	(11) Excludes	Certain Shares*	
(11)		Represented By Amou			
		EXIT FILING P		hment A	
(12)	Type Of Reporting				
	IA				
	<u></u>	E INSTRUCTION BEFORE			
	o. 766559108				-
				tion Nos. of Above Persons	-
		ng Persons. SS or I.	R.S. Identifica	tion Nos. of Above Persons	-
	Names of Reportin	ng Persons. SS or I.	R.S. Identifica		-
(1)	Names of Reportin	ng Persons. SS or I. Partners, L.P	R.S. Identifica	tion Nos. of Above Persons	(a)
(1)	Names of Reporting Alta California E Check The Appropri	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	tion Nos. of Above Persons	(a)
(1) (2) (3)	Names of Reporting Alta California E Check The Appropri	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	tion Nos. of Above Persons	(a)
(1) (2) (3) (4)	Names of Reporting Alta California F Check The Appropri	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	tion Nos. of Above Persons	(a) (b) X
(1)(2) (3)(4) Number (Benefic	Names of Reporting Alta California F Check The Appropring SEC Use Only Citizenship or Pl Delaware EXIT F Of Shares ially Owned	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	Sole Voting Power	(a) (b) X
(1)(2) (3)(4) Number (Benefic	Names of Reporting Alta California F Check The Appropring SEC Use Only Citizenship or Pl Delaware EXIT F Of Shares ially Owned Reporting	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	tion Nos. of Above Persons	(a) (b) X
(1) (2) (3) (4) Number Benefic By Each	Names of Reporting Alta California F Check The Appropring SEC Use Only Citizenship or Pl Delaware EXIT F Of Shares ially Owned Reporting	ng Persons. SS or I. Partners, L.P riate Box If A Membe	R.S. Identifica	Sole Voting Power	(a) (b) X

(9)	Aggregate Amount Beneficially Owned By Eac	ch Reportin	ng Person	
	780,103 EXIT FILING Please	see Attac	chment A	
(10)	Check If The Aggregate Amount In Row (11)			
(11)	Percent Of Class Represented By Amount In			
	3.99% EXIT FILING Please			
(12)	Type Of Reporting Person		·	
	PN	·		
	· -		· 	
CUSIP No	. 766559108			Page 5 c
(1)	Names of Reporting Persons. SS or I.R.S. I	 [dentificat	ion Nos. of Above Persons	
•	Alta California Management Partners, L.P			
(2)				(a)
				(b) X
(3)	SEC Use Only			
(4)	Citizenship or Place of Organization			
	Delaware			
	EXIT FILING Please see			
	Of Shares ally Owned	(5)	Sole Voting Power	-0-
	Reporting	(6)	Shared Voting Power	780 , 103
		(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power	
(9)	Aggregate Amount Beneficially Owned By Eac	ch Reportin	ng Person	
	780,103 EXIT FILING Please			
(10)	Check If The Aggregate Amount In Row (11)	Excludes C	Certain Shares*	
(11)	Percent Of Class Represented By Amount In			
	3.99% EXIT FILING Please			
(12)				
	PN			

CUSIP No	. 766559108			Page	÷ 6
(1)	Names of Reporting Persons. SS or I.R.S. Ic	dentificat	ion Nos. of Above Persons		
	Alta Embarcadero Partners, LLC				
(2)	Check The Appropriate Box If A Member Of A	Group		(a) (b)	Х
(3)	SEC Use Only				
(4)	Citizenship or Place of Organization				
	Delaware				
	EXIT FILING Please see Atta Of Shares ally Owned		Sole Voting Power	-0-	
	Reporting	(6)	Shared Voting Power	780 , 1	103
10101	12011	(7)	Sole Dispositive Power	-0-	
		(8)	Shared Dispositive Power	780,1	103
(9)	Aggregate Amount Beneficially Owned By Each	n Reportir	ng Person		
	780,103 EXIT FILING Please	see Attac	chment A		
(10)	Check If The Aggregate Amount In Row (11) E				
(11)	Percent Of Class Represented By Amount In F				
	3.99% EXIT FILING Please s				
	Type Of Reporting Person				
	CO				
CUSIP No	o. 766559108			Page	e 7 d
(1)	Names of Reporting Persons. SS or I.R.S. Ic	 dentificat	ion Nos. of Above Persons		
	Alta BioPharma Partners II, L.P.				
		 Group		(a)	

(3)	SEC Use Only			
(4)	Citizenship or Place of Organization			
	Delaware			
	EXIT FILING Please se	e Attachment A		
	Of Shares cially Owned	(5)	Sole Voting Power	-0-
	Reporting	(6)	Shared Voting Power	780,103
	,, , , , , , , , , , , , , , , , , , , 	(7)	Sole Dispositive Power	-0-
		(8)	Shared Dispositive Power	780,103
(9)	Aggregate Amount Beneficially Owned B	y Each Reporti		
	780,103 EXIT FILING P		chment A	
(10)	Check If The Aggregate Amount In Row			
(11)	Percent Of Class Represented By Amoun	t In Row (11)		
	3.99% EXIT FILING Pl	ease see Attacl	nment A	
(12)	Type Of Reporting Person			
	PN			
CUSIP N	No. 766559108			Page 8
(1)	Names of Reporting Persons. SS or I.R	.S. Identificat	zion Nos. of Above Persons	
	Alta BioPharma Management 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			
Numbor	EXIT FILING Please se Of Shares	e Attachment A (5)	Sole Voting Power	-0-
Benefic	cially Owned		-	
ву Each	n Reporting	(6)	Shared Voting Power	780 , 103

Person With

-0-

(7) Sole Dispositive Power

	(8)	Shared Dispositive Power	780,103
(9)	Aggregate Amount Beneficially Owned By Each Repor		
	780,103 EXIT FILING Please see Att		
(10)	Check If The Aggregate Amount In Row (11) Exclude		
(11)	Percent Of Class Represented By Amount In Row (11		
	3.99% EXIT FILING Please see Att	achment A	
(12)	Type Of Reporting Person		
	CO		
CUSIP No	o. 766559108		Page 9 c
(1)	Names of Reporting Persons. SS or I.R.S. Identifi	cation Nos. of Above Persons	
	Alta Embarcadero BioPharma Partners II, LLC.		
	Check The Appropriate Box If A Member Of A Group		
(2)	check the Appropriate box if A Member of A Group		(a)
			(a) (b) X
(2) (3)	SEC Use Only		(b) X
			(b) X
(3)	SEC Use Only Citizenship or Place of Organization Delaware		(b) X
(3)(4) Number (SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares (5)		(b) X
(3) (4) Number (Benefic: By Each	SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting (6)	. A	(b) X
(3)(4) Number (Benefic:	SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting (6)		(b) X
(3) (4) Number (Benefic: By Each Person (SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting (6) With (7)	Shared Voting Power Sole Dispositive Power Shared Dispositive Power	(b) X
(3) (4) Number (Benefic: By Each Person (SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting (6) With	Shared Voting Power Sole Dispositive Power Shared Dispositive Power	(b) X
(3) (4) Number (Benefic: By Each Person (SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting (6) With (7)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	(b) X
(3) (4) Number (Benefic: By Each Person (SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting With (7) (8) Aggregate Amount Beneficially Owned By Each Report 780,103 EXIT FILING Please see Attachment Of Shares (5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power ting Person Cachment A	(b) X -0- 780,103 -0- 780,103
(3) (4) Number (Benefic: By Each Person (9)	SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting With (7) (8) Aggregate Amount Beneficially Owned By Each Report 780,103 EXIT FILING Please see Attachment Of Shares (5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Stared Dispositive Power Stared Person Cachment A Ses Certain Shares*	(b) X -0- 780,103 -0- 780,103
(3) (4) Number (Benefic: By Each Person (9) (9)	SEC Use Only Citizenship or Place of Organization Delaware EXIT FILING Please see Attachment Of Shares ially Owned Reporting With (7) (8) Aggregate Amount Beneficially Owned By Each Report 780,103 EXIT FILING Please see Attachment Of Shares (5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power Sting Person Eachment A Ses Certain Shares*	(b) X -0- 780,103 -0- 780,103

	_	IIIII. NIGEL PHANINACEOT	ICALS INC - I OIII	11 30 130/A		
(12)	Type Of Rep	porting Person				
	CO					
CUCTO N	7/6550100				D	- ~~
USIP NO	o. 766559108				F 6	age
(1)	Names of Re	porting Persons. SS or I.	R.S. Identificat	tion Nos. of Above Persons		
	Farah Champ:					
(2)		Appropriate Box If A Membe	er Of A Group		(a) (b)	X
(3)	SEC Use Only	Ly				
(4)		o or Place of Organization				
	United State					
	Of Shares	EXIT FILING Please se			-0-	
	Reporting		(6)	Shared Voting Power	780,1	103
erson .	VI CII		(7)	Sole Dispositive Power	-0-	
			(8)	Shared Dispositive Power	780,10	J3
(9)	Aggregate A	Amount Beneficially Owned I	By Each Reportir	ıg Person		
	780 , 103	EXIT FILING P.		nment A		
(10)	Check If The	ne Aggregate Amount In Row	(11) Excludes C	Certain Shares*		
(11)	Percent Of	Class Represented By Amoun	nt In Row (11)			
	3.99%	EXIT FILING P	lease see Attach	nment A		
(12)	Type Of Rep	porting Person				
	IN	i 				
		*SEE INSTRUCTION BEFORE	FILLING OUT!			
					_	
USIP NO	o. 766559108				Page	3 T

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

(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				
	EXIT FILING Please see Atta				
	Of Shares ially Owned	(5)	Sole Voting Power	29,03	38
	Reporting	(6)	Shared Voting Power EXIT FILING		
reison	WICH	(7)	Sole Dispositive Power		
		(8)	Shared Dispositive Power EXIT FILING		
(9)	Aggregate Amount Beneficially Owned By Each	n Reporti	ng Person		
	809,141 EXIT FILING Please see Atta		and footnote 2		
(10)			Certain Shares*		
(11)	-				
	4.14% EXIT FILING Please s				
(12)	Type Of Reporting Person				
	IN				
CUCTD N	o. 766559108			Dage	. 10
COSIP N	0. /66339106			Page	# 12
(1)	Names of Reporting Persons. SS or I.R.S. Id				
	Garrett Gruener				
(2)	Check The Appropriate Box If A Member Of A	Group		(a) (b)	Х
(3)	SEC Use Only				
(4)	Citizenship or Place of Organization				
	United States				
	EXIT FILING Please see Atta Of Shares ially Owned		Sole Voting Power	-0-	

-	Reporting			(6)	Shared Voting Power	
Person	With			(7)	EXIT FI Sole Dispositive Power	
				(8)	Shared Dispositive Power EXIT F	LING
(9)	Aggregate <i>I</i>	Amount Beneficia				
		FILING Pl				
(10)	Check If Th	ne Aggregate Amo	ount In Row (11	l) Excludes	Certain Shares*	
(11)		Class Represent				
	0%	EXIT FIL	ING Pleas	se see Atta	chment A	
(12)		porting Person				
	/II					
		*SEE INSTRUCT	CION BEFORE FII	LLING OUT!		
CUSIP N	0. 766559108					Page 13
CUSIP No		porting Persons	 . SS or I.R.S.		ation Nos. of Above Persons	Page 13
				. Identifica	ation Nos. of Above Persons	Page 13
(1)	Names of Re	el			ation Nos. of Above Persons	
(1)	Names of Re Alix Mardue	el Appropriate Box	If A Member Of	 E A Group		(a) (b) X
(1)	Names of Re Alix Mardue Check The F	el Appropriate Box	If A Member Of	E A Group		(a) (b) X
(1) (2) (3) (4)	Names of Re Alix Mardue Check The A SEC Use Onl	el Appropriate Box y o or Place of Or	If A Member Of	A Group		(a) (b) X
(1) (2) (3) (4)	Names of Re Alix Mardue Check The A SEC Use Onl	el Appropriate Box y o or Place of Or	If A Member Of	A Group		(a) (b) X
(1) (2) (3) (4) Number (Benefic	Names of Re Alix Mardue Check The F SEC Use Onl Citizenship United Stat	el Appropriate Boxy o or Place of Or	If A Member Of	Attachment A		(a) (b) X
(1) (2) (3) (4) Number (Benefic	Names of Re Alix Mardue Check The F SEC Use Onl Citizenship United State Of Shares ially Owned Reporting	el Appropriate Boxy o or Place of Or	If A Member Of	Attachment A	A Sole Voting Power	(a) (b) X
(1) (2) (3) (4) Number (Benefic By Each	Names of Re Alix Mardue Check The F SEC Use Onl Citizenship United State Of Shares ially Owned Reporting	el Appropriate Boxy o or Place of Or	If A Member Of	Attachment A	A Sole Voting Power Shared Voting Power	(a) (b) X -0- 780,103
(1) (2) (3) (4) Number (Benefic By Each	Names of Re Alix Mardue Check The F SEC Use Onl Citizenship United State Of Shares ially Owned Reporting With	el Appropriate Boxy o or Place of Or	If A Member Of	Attachment A (5) (6) (7) (8)	A Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	(a) (b) X -0- 780,103
(1) (2) (3) (4) Number (Benefic By Each Person (Street)	Names of Re Alix Mardue Check The F SEC Use Onl Citizenship United State Of Shares ially Owned Reporting With Aggregate F	el Appropriate Box Y O or Place of Ore EES EXIT FILING	If A Member Of Ganization	Attachment A (5) (6) (7) (8)	A Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	(a) (b) X -0- 780,103

(11)	Percent Of	Class Represented By Amou	nt In Row (11)		
	3.99%	EXIT FILING P	lease see Attac	hment A	
(12)		orting Person			
	IN				
		*SEE INSTRUCTION BEFORE	FILLING OUT!		
CUSIP No	o. 766559108				Page 14
(1)	Names of Re	porting Persons. SS or I.	R.S. Identifica	tion Nos. of Above Persons	;
	Guy Nohra				
		ppropriate Box If A Membe	-		(a) (b) X
(3)					
(4)		or Place of Organization			
	United Stat				
		EXIT FILING Please s		 :	
	Of Shares ially Owned		(5)	Sole Voting Power	15 , 122
	Reporting		(6)	Shared Voting Power EXIT F	
reison v	N I CII		(7)	Sole Dispositive Power	
			(8)	Shared Dispositive Power EXIT F	
(9)	Aggregate A	mount Beneficially Owned	By Each Reporti	ng Person	
	15,122	EXIT FILING Pl	ease see Attach		
(10)	Check If Th	e Aggregate Amount In Row	(11) Excludes	Certain Shares*	
(11)		Class Represented By Amou			
	0.08%	EXIT FILING P	lease see Attac	hment A	
(12)	Type Of Rep	orting Person			
	IN				

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1.
(a)
        Name of Issuer: Rigel Pharmaceuticals, Inc. ("Issuer")
        Address of Issuer's Principal Executive Offices:
(b)
                 1180 Veterans Boulevard
                 South San Francisco, CA 94080
Item 2.
        Name of Person Filing:
(a)
        Alta Partners ("AP")
        Alta Partners II, Inc. ("AP II")
        Alta California Partners, L.P. ("ACP")
        Alta California Management, L.P. ("ACMP")
        Alta Embarcadero Partners, LLC ("AEP")
        Alta BioPharma Partners II, L.P. ("ABP II")
        Alta BioPharma Management 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
        Citizenship/Place of Organization:
(C)
                                           California
        Entities:
                          ΑP
                          AP II
                                           California
                          ACP
                                           Delaware
                          ACMP
                                          Delaware
                                           California
                          AEP
                          ABP II
                                           Delaware
                          ABMP II
                                           Delaware
                          AEBP II
                                           California
        Individuals:
                                           United States
                          FC
                                           United States
                          JD
                                           United States
                          GG
                          ΑM
                                          United States
                          GN
                                           United States
        Title of Class of Securities: Common Stock
(d)
      CUSIP Number: 766559108
(e)
Item 3.
            Not applicable.
       Ownership.
Item 4
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EXIT FILING ---- Please see Attachment A

		AP	AP II	ACP	ACMP	AEP	ABP I
(a)	Beneficial Ownership	780 , 103	780,103	780,103	780,103	780,103	780 , 1
(b)	Percentage of Class	3.99%	3.99%	3.99%	3.99%	3.99%	3.99
(c)	Sole Voting Power	-0- 	-0- 	-	-0- 	-0-	-0-
	Shared Voting Power	780 , 103	780,103	780,103	780,103	780,103	780,1
	Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Dispositive Power	780 , 103	780,103	780,103	780,103	780,103	780,1
		AEBP II	FC	JD	GG	AM	GN
(a)	Beneficial Ownership	780 , 103	780,103	809,141	-0-	780,103	15 , 12
(b)	Percentage of Class	3.99%	3.99%	4.14%	0.00%	3.99%	0.08
(c)	Sole Voting Power	-0-	-0-	29,038	-0-	-0-	15 , 12
	Shared Voting Power	780,103	780,103		-0-		-0-
	Sole Dispositive Power	-0-	-0-				15 , 12
	Shared Dispositive Power			780,103			-0-

Item 5. Ownership of Five Percent or Less of a Class $\mbox{\sc EXIT FILING}$

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, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Date: November 1, 2004

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.	
Ву:	/s/ Jean Deleage	
	Jean Deleage, President	
	IOPHARMA PARTNERS II, L.P. ta BioPharma Management II, LLC	ALTA BIOPHARMA MANAGEMENT II, LLC
Ву:	/s/ Farah Champsi	By: /s/ Farah Champsi
	Farah Champsi, Managing Director	Farah Champsi, Managing Direc
ALTA E	MBARCADERO BIOPHARMA PARTNERS II, LLC	
Ву:	/s/ Farah Champsi	/s/ Alix Marduel
	Farah Champsi, Manager	Alix Marduel
	/s/ Jean Deleage	/s/ Guy Nohra
	Jean Deleage	Guy Nohra
	/s/ Garrett Gruener	/s/ Farah Champsi
	Garrett Gruener	Farah Champsi
	EXHIBIT A	
	AGREEMENT OF JOINT F	ILING
Date:	November 1, 2004	
	Signature	
	After reasonable inquiry and to the bes y that the information set forth in this s t. ALTA PARTNERS ALTA CALIFORNIA PARTNERS,	tatement is true, complete and

By: /s/ Jean Deleage

Jean Deleage, President

By: Alta California Management Partners, L.

Jean Deleage, General Partner

By: /s/ Jean Deleage

ALTA EMBARCADERO PARTNERS, LLC

Farah Champsi

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

Garrett Gruener

By:	/s/ Jean Deleage	Ву:	/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. By: Alta BioPharma Management II, LLC		ALTA BIOPHARMA MANAGEMENT II, LLC			
By:	/s/ Farah Champsi	Ву:	/s/ Farah Champsi		
	Farah Champsi, Managing Director		Farah Champsi, Managing Director		
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ALTA EMB	ARCADERO BIOPHARMA PARTNERS II, LLC				
			/s/ Alix Marduel		
	ARCADERO BIOPHARMA PARTNERS II, LLC /s/ Farah Champsi				
	ARCADERO BIOPHARMA PARTNERS II, LLC /s/ Farah Champsi Farah Champsi, Manager /s/ Jean Deleage		/s/ Alix Marduel Alix Marduel /s/ Guy Nohra		
	ARCADERO BIOPHARMA PARTNERS II, LLC /s/ Farah Champsi		/s/ Alix Marduel Alix Marduel		

Attachment A ---- EXIT FILING

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. On 9/29/04, Alta California Partners, L.P. net exercised its warrant for 33,947 shares of Common Stock into 25,052 shares of Common Stock, and then sold the shares on 9/30/04. On 9/29/04, Alta Embarcadero Partners, LLC net exercised its warrant for 776 shares of Common Stock into 573 shares of Common Stock, and then sold the shares on 9/30/04. As a result of the sale of the stock, Alta California Partners, L.P. and Alta Embarcadero Partners, LLC no longer beneficially own any securities in Rigel Pharmaceuticals, Inc. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC hold sole voting and investment power with respect to the shares owned by the aforementioned 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. During the period of October 18-21, 2004, Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC sold the following shares:

Holder	Date of Sale	# of Shares Sold
Alta BioPharma Partners II, L.P.	10/18/04	18,712
	10/19/04	25,994
	10/21/04	171 , 299
		216,005
Holder	Date of Sale	# of Shares Sold
Alta Embarcadero BioPharma Partners II, LLC	10/18/04	688
	10/19/04	956
	10/21/04	6,301

As a result of the sales, Alta BioPharma Partners II, L.P. now beneficially owns 752,423 shares of Common Stock and Alta Embarcadero BioPharma Partners II, LLC now beneficially owns 27,680 shares 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.

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Attachment A (continued)

Mr. Jean Deleage, Director, is a managing director of Alta BioPharma Management 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 he currently shares voting and dispositive powers over the 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P., and the 27,680 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

7,945

foregoing funds except to the extent of his proportionate pecuniary interests therein. Mr. Deleage beneficially owns 9,593 shares of Common Stock. He holds stock options for 20,557 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 1,112 shares were granted on 7/28/03, 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 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 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 27,680 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. 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.

Dr. Alix Marduel is a managing director of Alta BioPharma Management 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 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 27,680 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.). 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 Nohra Living Trust owns 11,442 shares of Common Stock and the Nohra 1996 Credit Trust owns 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.

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