

# **TG THERAPEUTICS, INC.**

Reported by  
**POWER SEAN A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/04/17 for the Period Ending 12/30/16

Address	787 SEVENTH AVENUE NEW YORK, NY 10019
Telephone	(212) 554-4484
CIK	0001001316
Symbol	TGTX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Power Sean A</b>		<b>TG THERAPEUTICS, INC. [ TGTX ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CFO, Secretary and Treasurer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>2 GANSEVOORT ST, 9TH FLOOR</b>		<b>12/30/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10014</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2016		A		100000 (1)	A	\$0.00	516256 (2)	D	
Common Stock	1/4/2017		S (3)		8816	D	\$4.55 (4)	507440 (2)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Explanation of Responses:

- ( Reflects a grant of restricted shares that will vest according to the following schedule: 17.5% on January 1, 2018; 17.5% on January 1, 2019; 35% on the later 1) to occur of: (a) the date that the Company's Market Capitalization is \$100 million greater than the Market Capitalization on December 31, 2016 and (b) June 30, 2019; and 30% on performance based thresholds associated with the Company's clinical programs.
- ( Includes shares of restricted Common Stock, which vest over various time periods.
- ( In connection with the vesting of 15,000 shares on January 1, 2017, these shares were sold by the Company's restricted stock administrator in order to satisfy 3) Mr. Power's tax withholding obligations. Mr. Power had no discretion with respect to such sale, which was transacted automatically in accordance with the Company's corporate policies regarding the vesting of restricted stock.
- ( Represents the weighted average sales price.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Power Sean A</b> <b>2 GANSEVOORT ST</b> <b>9TH FLOOR</b> <b>NEW YORK, NY 10014</b>			<b>CFO, Secretary and Treasurer</b>	

### Signatures

/s/ Sean Power

1/4/2017

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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