

TG THERAPEUTICS, INC.

Reported by
WEISS MICHAEL S

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**

OMB APPROVAL
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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 * WEISS MICHAEL S (Last) (First) (Middle) 2 GANSEVOORT STREET, 9TH FLOOR (Street) NEW YORK, NY 10014 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TG THERAPEUTICS, INC. [TGTX] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/30/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and President 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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 (Restricted)	1/1/2017		D		3381866 (1)	D	\$0.00	6073796 (2)	D	
Common Stock (Restricted)	1/1/2017		A		2960000 (3)	A	\$0.00	9033796	I	See Note 4 (4)
Common Stock (Restricted)	1/1/2017		A		418371 (5)	A	\$0.00	9452167	D	
Common Stock (Restricted)	12/30/2016		A		693750 (6)	A	\$0.00	10145917	I	See Note 4 (4)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivate 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	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Mr. Weiss forfeited the shares pursuant to an amendment to his employment agreement effective as of January 1, 2017.
- (2) Included in Mr. Weiss' beneficial ownership are 4,499,560 shares of Common Stock and 410,450 warrants to purchase Common Stock at \$2.48, exercisable through February 24, 2017 issued to Opus Point Partners, LLC, of which Mr. Weiss is a co-founder, managing partner, and principal and beneficially owns a 50% interest.
- (3) Represents shares of restricted stock which vest based on certain market capitalization milestones.
- (4) The shares are held by Caribe BioAdvisors, LLC, of which Mr. Weiss is the sole member.
- (5) 375,000 shares vest on December 1, 2018 and 43,371 shares vest on December 1, 2019.
- (6) Reflects an annual grant of restricted stock pursuant to Mr. Weiss' employment agreement to be held by Caribe BioAdvisors, LLC. The restricted shares will vest according to the following schedule: 25% on January 1, 2018; 25% on January 1, 2019; and 50% on the date that the Company's Market Capitalization is \$100 million greater than the Market Capitalization on December 31, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS MICHAEL S				

2 GANSEVOORT STREET 9TH FLOOR NEW YORK, NY 10014	X	X	CEO and President	
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Signatures

/s/ Michael Weiss

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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