

TG THERAPEUTICS, INC.
Form 4
January 04, 2017

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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 (Month/Day/Year)

12/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) | 01/01/2017 | | D | | 3,381,866 ⁽¹⁾ | D | \$ 0 6,073,796 ⁽²⁾ |
| Common Stock (Restricted) | 01/01/2017 | | A | | 2,960,000 ⁽³⁾ | A | \$ 0 9,033,796 I See Note 4 ⁽⁴⁾ |
| Common Stock (Restricted) | 01/01/2017 | | A | | 418,371 ⁽⁵⁾ | A | \$ 0 9,452,167 D |
| Common Stock | 12/30/2016 | | A | | 693,750 ⁽⁶⁾ | A | \$ 0 10,145,917 I See Note 4 ⁽⁴⁾ |

(Restricted)

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

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Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | |

Signatures

/s/ Michael Weiss
01/04/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Mr. Weiss forfeited the shares pursuant to an amendment to his employment agreement effective as of January 1, 2017. 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.

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- (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.

- Reflects an annual grant of restricted stock pursuant to Mr. Weiss' employment agreement to be held by Caribe BioAdvisors, LLC. The
- (6) 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.

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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