

Item 1.01 Entry into a Material Definitive Agreement.

On June 18, 2018, (the “Effective Date”), TG Therapeutics, Inc. (The “Company”) entered into a Joint Venture and License Option Agreement (the “Agreement”) with Novimmune SA (“Novimmune”) to collaborate on the development and commercialization of Novimmune’s novel first-in-class anti-CD47/anti-CD19 bispecific antibody known as TG-1801 (previously NI-1701). The companies will jointly develop the product on a worldwide basis, focusing on indications in the area of hematologic B-cell malignancies. The Company serves as the primary responsible party for the development, manufacturing and commercialization of the product. The Company will make an upfront payment of \$3 million in shares of the Company’s common stock, for which they have agreed to file a resale registration statement. Further milestone payments will be paid based on early clinical development, and the Company will be responsible for the costs of clinical development of the product through the end of the Phase 2 clinical trials, after which the Company and Novimmune will be jointly responsible for all development and commercialization costs. The Company and Novimmune will each maintain an exclusive option, exercisable at specific times during development, for the Company to license the rights to TG-1801, in which case Novimmune will be eligible to receive additional payments totaling approximately \$185 million as well as tiered royalties on net sales in the high single to low double digits.

The summary of the Agreement set forth above does not purport to be complete and is subject to and qualified in its entirety by reference to the text of such Agreement. We intend to file the Agreement as an exhibit to our next periodic report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TG Therapeutics, Inc.
(Registrant)

Date: June 20, 2018

By: /s/ Sean A. Power
Sean A. Power
Chief Financial Officer