

Power Sean A
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Power Sean A

2. Issuer Name and Ticker or Trading Symbol
TG THERAPEUTICS, INC. [TGTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2 GANSEVOORT ST, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CFO, Secretary and Treasurer

(Street)
NEW YORK, NY 10014

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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. 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)
COMMON STOCK	12/29/2017		A	(A) or (D) V Amount Price 70,000 (1)	\$ 0 517,464	D	
COMMON STOCK	01/02/2018		S(2)	32,006	\$ 8.5 485,458 (4)	D	

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

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(9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Sean A.
Power 01/03/2018

**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) Reflects a grant of restricted shares that will vest according to the following schedule: 25% on January 1, 2019; 25% on January 1, 2020; and 50% on the later to occur of: (a) the date that the Company's Market Capitalization is \$100 million greater than the Market Capitalization on December 31, 2017 and (b) January 1, 2019.
- (2) 32,006 shares were sold in connection with the vesting of 62,500 shares on January 1, 2018, these shares were sold by the Company's restricted stock administrator in order to satisfy 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.
- (3) Represents the weighted average sales price.
- (4) Includes shares of restricted Common Stock, which vest over various time periods.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.