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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 16, 2021**

**TG Therapeutics, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32639**  
(Commission File Number)

**36-3898269**  
(IRS Employer Identification No.)

**2 Gansevoort Street, 9th Floor  
New York, New York 10014**  
(Address of Principal Executive Offices)

**(212) 554-4484**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities filed pursuant to Section 12(b) of the Act:

<b>Title of Class</b>	<b>Trading Symbol(s)</b>	<b>Exchange Name</b>
Common Stock	TGTX	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As described under Item 5.07 of this report, on June 16, 2021, the Company's stockholders voted at the Company's 2021 annual meeting of stockholders (the "2021 Annual Meeting") to approve an amendment to the Company's Amended and Restated Certificate of Incorporation increasing the maximum number of authorized shares of the Company's stock to 175,000,000 shares of Common Stock (the "Amendment").

On June 21, 2021, the Company filed a certificate of amendment (the "Certificate") giving effect to the Amendment with the Secretary of State of the State of Delaware. A copy of the Certificate is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.03.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On Wednesday, June 16, 2021 at 9:30 a.m. Eastern Time, by means of an online meeting platform, the Company held its 2021 Annual Meeting. Stockholders representing 117,551,048, or 83.09%, of the 141,468,357 outstanding shares were present in person or by proxy, constituting a quorum. Proxies were solicited by the Company pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. Each of the three proposals below are described in detail in the Company's definitive proxy statement on Schedule 14A for the 2021 Annual Meeting, filed with the SEC on April 30, 2021. All three proposals were approved at the 2021 Annual Meeting.

The results are as follows:

**Proposal 1**

The votes with respect to the election of the seven directors to hold office until the 2021 annual meeting were as follows:

Director	Votes For	% Voted For	Votes Withheld	% Voted Withheld	Broker Non-Votes
Michael S. Weiss	75,012,349	78.76%	20,234,755	21.24%	22,289,742
Laurence N. Charney	50,684,044	53.21%	44,577,262	46.80%	22,289,742
Yann Echelard	30,330,239	31.84%	64,931,067	68.16%	22,289,742
Kenneth Hoberman	44,339,333	46.54%	50,921,973	53.46%	22,289,742
Daniel Hume	41,447,253	43.51%	53,814,053	56.49%	22,289,742
William J. Kennedy	51,977,910	54.56%	43,283,396	45.44%	22,289,742
Sagar Lonial, MD	37,185,288	39.04%	58,076,018	60.96%	22,289,742

**Proposal 2**

The vote with respect to an amendment to the Company's Amended and Restated Certificate of Incorporation increasing the maximum number of authorized shares of the Company's stock to 175,000,000 shares of Common Stock was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
115,045,448	2,342,642	162,958	-

**Proposal 3**

The vote with respect to the ratification of KPMG LLP as TG's independent registered public accounting firm for the fiscal year ending December 31, 2021 was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
117,276,698	196,176	78,174	-

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed as part of this report:

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of TG Therapeutics, Inc.</a>
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL

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**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 21, 2021

By: /s/ Sean A. Power

Name: Sean A. Power

Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF TG THERAPEUTICS, INC.**

TG Therapeutics, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: That on April 20, 2021, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring its advisability. The proposed amendment is as follows:

RESOLVED, that the Corporation's Amended and Restated Certificate of Incorporation be amended by deleting Article FOURTH in its entirety and by substituting in lieu thereof the following:

"FOURTH: A. The Corporation is authorized to issue two classes of stock designated "Common Stock" and "Preferred Stock," respectively. The total number of shares of Common Stock authorized to be issued is 175,000,000, and each such share will have a par value of \$0.001. The total number of shares of Preferred Stock authorized to be issued is 10,000,000, and each such share will have a par value of \$0.001.

B. No fractional shares of Common Stock of the Corporation shall be issued. No stockholder of the Corporation shall transfer any fractional shares of Common Stock of the Corporation. The Corporation shall not recognize on its stock record books any purported transfer of any fractional share of Common Stock of the Corporation.

C. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by adopting appropriate resolutions and causing one or more certificates of amendment to be signed, verified and delivered in accordance with the General Corporation Law, to establish from time to time the number of shares to be included in such series, and to fix the designations, relative rights, preferences and limitations of the shares of each such series. Such designations, relative rights, preferences and limitations may include, but are not limited to, the fixing or alteration of the dividend rights, dividend rate, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock, or any of them. In accordance with the authority hereby granted, the Board of Directors may increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not above the total number of authorized shares of Preferred Stock and not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. Except as may otherwise be required by law or this Certificate of Incorporation, the terms of any series of Preferred Stock may be amended without the consent of the holders of any other series of Preferred Stock, or Common Stock.

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer this 16th day of June, 2021.

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

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