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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): **December 31, 2014**

**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.)

**3 Columbus Circle, 15<sup>th</sup> Floor**  
**New York, New York 10019**  
(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.
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) (i) On December 31, 2014, the Board of Directors (the “Board”) of TG Therapeutics, Inc. (“TG”) approved amendments (the “Weiss Amendment”) to the Restricted Stock Agreements of Michael S. Weiss, TG’s Chief Executive Officer, dated as of May 16, 2012, December 28, 2012 and December 30, 2013 (the “Weiss Restricted Stock Agreements”). A copy of the Weiss Amendment is being filed as Exhibit 10.1 and incorporated in this Item by reference.

Pursuant to the Weiss Amendment, the vesting schedules on page 1 of the Weiss Restricted Stock Agreements were revised.

Except as modified by the Weiss Amendment, the material terms of the Weiss Restricted Stock Agreements remain unchanged.

(ii) On December 31, 2014, the Board of TG also approved amendments (the “Power Amendment”) to the Restricted Stock Agreements of Sean A. Power, TG’s Chief Financial Officer, dated as of May 16, 2012 and December 28, 2012 (the “Power Restricted Stock Agreements”). A copy of the Power Amendment is being filed as Exhibit 10.2 and incorporated in this Item by reference.

Pursuant to the Power Amendment, the vesting schedules on page 1 of the Power Restricted Stock Agreements were revised.

Except as modified by the Power Amendment, the material terms of the Power Restricted Stock Agreements remain unchanged.

**Item 9.01 Financial Statements And Exhibits.**

(d) Exhibits.

10.1 Amendment to Restricted Stock Agreements, dated December 31, 2014, by and between TG Therapeutics, Inc. and Michael S. Weiss.

10.2 Amendment to Restricted Stock Agreements, dated December 31, 2014, by and between TG Therapeutics, Inc. and Sean A. Power.

**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: January 7, 2015

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

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amendment to Restricted Stock Agreements, dated December 31, 2014, by and between TG Therapeutics, Inc. and Michael S. Weiss.
10.2	Amendment to Restricted Stock Agreements, dated December 31, 2014, by and between TG Therapeutics, Inc. and Sean A. Power.

## AMENDMENT TO RESTRICTED STOCK SUBSCRIPTION AGREEMENTS

Amendment (the "Amendment") dated as of December 31, 2014 to the Restricted Stock Subscription Agreements (the "Agreements") dated May 16, 2012, December 28, 2012 and December 30, 2013, by and between TG Therapeutics, Inc. (the "Company" or "TG") and Michael S. Weiss ("Weiss"). All capitalized terms not otherwise defined herein shall have the meanings given to them in the Agreements.

**WHEREAS**, Weiss was granted restricted shares of TG common stock, \$0.001 par value pursuant to the Agreements, and such shares (the "Shares") are set to vest upon varying milestones;

**WHEREAS**, the Board deems it to be fair to and in the best interests of Company to authorize and amend the vesting schedules in the Agreements; and

**WHEREAS**, the Company and Weiss have agreed to amend the Agreements;

**NOW THEREFORE**, in consideration of the foregoing and of the mutual covenants hereinafter set forth, the Amendment is hereby approved and the parties agree to amend the Agreements as set forth below:

1. Amendments.

The vesting schedules in each of the Agreements with regard to the Shares shall be amended as set forth in Schedule A hereto.

2. Effect on the Agreement.

(a) Upon the effectiveness of this Amendment, each reference in the Agreements to "this Agreement" "hereunder", "hereof", "herein" or words of like import shall mean and be a reference to the Agreements as amended hereby.

(b) Except as expressly amended, the Agreements and all other documents and agreements executed and/or delivered in connection therewith, shall remain in full force and effect.

3. Governing Law.

This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns and shall be governed by and construed in accordance with the laws of the State of New York.

4. Counterparts.

This Amendment may be executed by the parties hereto in one or more counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same agreement.

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Schedule A

<i><b>Date of Restricted Stock Agreement</b></i>	<i><b>Original Vesting Terms</b></i>	<i><b>Updated Vesting Terms</b></i>	<i><b>Number of Shares</b></i>
5/16/12	May 16, 2015	September 15, 2017	250,000
5/16/12	May 16, 2016	June 15, 2018	250,000
5/16/12	May 16, 2017	March 15, 2019	250,000
5/16/12*	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$400 million and (b) January 1, 2016.	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$400 million and (b) December 15, 2018.	375,000
12/28/12	January 1, 2015	March 15, 2017	200,000
12/28/12	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) March 31, 2015	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) June 15, 2017	100,000
12/28/12	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$200 million greater than the Market Capitalization on the date of grant and (b) June 30, 2015	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$200 million greater than the Market Capitalization on the date of grant and (b) June 15, 2017	100,000
12/28/12	January 1, 2015	March 15, 2017	86,743
12/30/13	January 1, 2016	March 15, 2018	245,960
12/30/13	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) June 30, 2016	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) September 15, 2018	245,960

\* Agreement previously amended in June 2014

## AMENDMENT TO RESTRICTED STOCK SUBSCRIPTION AGREEMENTS

Amendment (the “Amendment”) dated as of December 31, 2014 to the Restricted Stock Subscription Agreements (the “Agreements”) dated May 16, 2012 and December 28, 2012, by and between TG Therapeutics, Inc. (the “Company” or “TG”) and Sean A. Power (“Power”). All capitalized terms not otherwise defined herein shall have the meanings given to them in the Agreements.

**WHEREAS**, Power was granted restricted shares of TG common stock, \$0.001 par value pursuant to the Agreements, and such shares (the “Shares”) are set to vest upon varying milestones;

**WHEREAS**, the Board deems it to be fair to and in the best interests of Company to authorize and amend the vesting schedules in the Agreements; and

**WHEREAS**, the Company and Power have agreed to amend the Agreements;

**NOW THEREFORE**, in consideration of the foregoing and of the mutual covenants hereinafter set forth, the Amendment is hereby approved and the parties agree to amend the Agreements as set forth below:

1. Amendments.

The vesting schedules in each of the Agreements with regard to the Shares shall be amended as set forth in Schedule A hereto.

2. Effect on the Agreement.

(a) Upon the effectiveness of this Amendment, each reference in the Agreements to “this Agreement” “hereunder”, “hereof”, “herein” or words of like import shall mean and be a reference to the Agreements as amended hereby.

(b) Except as expressly amended, the Agreements and all other documents and agreements executed and/or delivered in connection therewith, shall remain in full force and effect.

3. Governing Law.

This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns and shall be governed by and construed in accordance with the laws of the State of New York.

4. Counterparts.

This Amendment may be executed by the parties hereto in one or more counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, TG Therapeutics, Inc. and Sean A. Power have executed this Amendment to the Restricted Stock Agreements as of the date first written above.

TG THERAPEUTICS, INC.

By: /s/ Michael S. Weiss  
Name: Michael S. Weiss  
Title: Chief Executive Officer

By: /s/ Sean A. Power  
Name: Sean A. Power

Schedule A

<i><b>Date of Restricted Stock Agreement</b></i>	<i><b>Original Vesting Terms</b></i>	<i><b>Updated Vesting Terms</b></i>	<i><b>Number of Shares</b></i>
5/16/12	May 16, 2015	June 30, 2015	58,333
5/16/12	May 16, 2016	June 30, 2016	58,333
5/16/12	May 16, 2017	June 15, 2017	58,333
12/28/12	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) March 31, 2015	The later to occur of: (a) the first date that the Company achieves a Market Capitalization (as defined herein) target of \$100 million greater than the Market Capitalization on the date of grant and (b) June 30, 2015	18,750

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