

---

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

---

**FORM 8-K**

---

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

Date of report (Date of earliest event reported): **April 12, 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 (*see* General Instruction A.2. below):

- 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-2(b) 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 registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock	TGTX	Nasdaq Stock Market LLC

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

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.

---

---

**Item 4.01      Changes in Registrant's Certifying Accountant.**

On April 12, 2021, the Audit Committee of the Board of Directors of TG Therapeutics, Inc. (the “Company”), unanimously voted to dismiss CohnReznick LLP (“CohnReznick”) as the Company’s independent registered public accounting firm and to engage KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for the 2021 fiscal year.

CohnReznick’s reports on the Company’s financial statements for each of the fiscal years ended December 31, 2020 and December 31, 2019 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the Company’s fiscal years ended December 31, 2020 and December 31, 2019, and through the date of dismissal, there were no disagreements with CohnReznick on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to the satisfaction of CohnReznick, would have caused CohnReznick to make reference to the subject matter of the disagreement in connection with its report.

During the fiscal years ended December 31, 2020 and December 31, 2019 and the subsequent period through the date of dismissal, there have been no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”).

During the fiscal years ended December 31, 2020 and December 31, 2019 and the subsequent period to the date of its engagement, neither the Company nor anyone acting on its behalf has consulted with KPMG regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report or oral advice was provided to the Company that KPMG concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; (ii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K; or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

The Company provided CohnReznick with a copy of this Form 8-K on April 12, 2021, and requested that CohnReznick furnish it with a letter addressed to the SEC stating whether it agrees with the statements made by the Company in this Item 4.01 concerning CohnReznick, and, if not, stating the respects in which it does not agree. The letter of CohnReznick addressed to the SEC is attached hereto as Exhibit No. 16.1.

---

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit</b>
<a href="#"><u>16.1</u></a>	Letter from CohnReznick LLP, dated April 12, 2021.
104	Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document).

**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.

April 13, 2021

TG Therapeutics, Inc.

By: /s/ Sean A. Power

Name: Sean A. Power

Title: Chief Financial Officer

---

April 12, 2021

Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

We have been furnished with a copy of the response to Item 4.01 of Form 8-K for the event that occurred April 12, 2021, to be filed by our former client, TG Therapeutics, Inc. We agree with the statements made in response to that Item insofar as they relate to our Firm.

Very truly yours,

/s/ CohnReznick LLP

---