

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WEISS MICHAEL S</u> (Last) (First) (Middle) <u>2 GANSEVOORT STREET</u> <u>9TH FLOOR</u> (Street) <u>NEW YORK NY 10014</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TG THERAPEUTICS, INC. [TGTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">CEO and President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Restricted)	01/01/2017		D		3,381,866 ⁽¹⁾	D	\$0.00	6,073,796 ⁽²⁾	D	
Common Stock (Restricted)	01/01/2017		A		2,960,000 ⁽³⁾	A	\$0.00	9,033,796	I	See Note 4 ⁽⁴⁾
Common Stock (Restricted)	01/01/2017		A		418,371 ⁽⁵⁾	A	\$0.00	9,452,167	D	
Common Stock (Restricted)	12/30/2016		A		693,750 ⁽⁶⁾	A	\$0.00	10,145,917	I	See Note 4 ⁽⁴⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- Mr. Weiss forfeited the shares pursuant to an amendment to his employment agreement effective as of January 1, 2017.
- Included in Mr. Weiss' beneficial ownership are 4,499,560 shares of Common Stock and 410,450 warrants to purchase Common Stock at \$2.48, exercisable through February 24, 2017 issued to Opus Point Partners, LLC, of which Mr. Weiss is a co-founder, managing partner, and principal and beneficially owns a 50% interest.
- Represents shares of restricted stock which vest based on certain market capitalization milestones.
- The shares are held by Caribe BioAdvisors, LLC, of which Mr. Weiss is the sole member.
- 375,000 shares vest on December 1, 2018 and 43,371 shares vest on December 1, 2019.
- Reflects an annual grant of restricted stock pursuant to Mr. Weiss' employment agreement to be held by Caribe BioAdvisors, LLC. The restricted shares will vest according to the following schedule: 25% on January 1, 2018; 25% on January 1, 2019; and 50% on the date that the Company's Market Capitalization is \$100 million greater than the Market Capitalization on December 31, 2016.

/s/ Michael Weiss 01/04/2017

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.