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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): **November 11, 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) On November 11, 2014, the Board of Directors of TG Therapeutics, Inc. (“TG”) approved an amendment (the “Amendment”) to the Restricted Stock Subscription Agreement of Sean Power, TG’s Chief Financial Officer, dated as of November 15, 2011 (the “Restricted Stock Agreement”).

Pursuant to the Amendment, the repurchase option lapse schedule on page 2 of the Restricted Stock Agreement was amended by deleting “November 15, 2014” and inserting “March 31, 2015.”

Except as modified by the Amendment and described above, the material terms of the Restricted Stock Agreement remain unchanged. The Restricted Stock Agreement was filed as Exhibit 10.33 to TG’s Form 10-K for the fiscal year ended December 31, 2011, and is incorporated herein by reference.

**Item 9.01 Financial Statements And Exhibits.**

(d) Exhibits.

10.1 Amendment to Restricted Stock Subscription Agreement, dated November 15, 2014, by and between TG Therapeutics, Inc. and Sean A. Power.

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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: November 14, 2014

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

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INDEX TO EXHIBITS

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	Amendment to Restricted Stock Subscription Agreement, dated November 15, 2014, by and between TG Therapeutics, Inc. and Sean A. Power.

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**AMENDMENT TO RESTRICTED STOCK SUBSCRIPTION AGREEMENT**

Amendment (this "Amendment") dated as of November 15, 2014 to the Restricted Stock Subscription Agreement (the "Agreement") dated November 15, 2011 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 Agreement.

**WHEREAS**, on November 15, 2011 Power purchased 150,000 restricted shares of TG common stock, \$0.001 par value, and pursuant to the Agreement 25,000 of such shares (the "Shares") have a repurchase option that is scheduled to lapse on November 15, 2014;

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

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

**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 Agreement as set forth below:

1. Amendment.

The repurchase option lapse schedule on page 2 of the Agreement with regard to the Shares shall be amended by deleting "November 15, 2014" and inserting "March 31, 2015".

2. Effect on the Agreement.

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

(b) Except as expressly amended, the Agreement 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 Power have executed this Amendment to the Restricted Stock Agreement 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 Power  
Name: Sean Power

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