

**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): **June 14, 2024**

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.)

**3020 Carrington Mill Blvd, Suite 475
Morrisville, North Carolina 27560**
(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:

Title of Class	Trading Symbol(s)	Exchange Name
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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described under Item 5.07 of this Current Report, on June 14, 2024, the stockholders of TG Therapeutics, Inc., (the “Company”) voted at the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”) to approve an amendment to the Company’s 2022 Incentive Plan to remove the full-value awards limit.

A copy of the amendment to the Company’s 2022 Incentive Plan is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.02. A copy of the amendment to the Company’s 2022 Incentive Plan was filed as Appendix B to the proxy statement on Schedule 14A for the 2024 Annual Meeting filed with the Securities and Exchange Commission (the “SEC”) on April 29, 2024.

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

As described under Item 5.07 of this Current Report, on June 14, 2024, the stockholders of the Company voted at the 2024 Annual Meeting to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 175,000,000 to 190,000,000 (the “Amendment”).

On June 14, 2024, following the 2024 Annual Meeting, 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. A copy of the Amendment was filed as Appendix A to the proxy statement on Schedule 14A for the 2024 Annual Meeting filed with the SEC on April 29, 2024.

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

On Thursday, June 14, 2024, at 9:30 a.m. Eastern Time, by means of an online meeting platform, the Company held its 2024 Annual Meeting. Stockholders representing 111,075,029, or 71.87%, of the 154,542,945 outstanding shares were present in person or by proxy, constituting a quorum under applicable law. Proxies were solicited by the Company pursuant to Regulation 14A under the SEC. Each of the proposals below are described in detail in the Company’s definitive proxy statement on Schedule 14A for the 2024 Annual Meeting, filed with the SEC on April 29, 2024. At the 2024 Annual Meeting, all of the proposals were approved.

The results are as follows:

Proposal 1

The votes with respect to the election of the six directors to hold office until the 2025 annual meeting were as follows:

Director	Votes For	% Voted For	Votes Withheld	% Voted Withheld	Broker Non-Votes
Michael S. Weiss	57,264,472	75.23%	18,849,954	24.77%	34,960,603
Laurence N. Charney	57,758,626	75.88%	18,355,800	24.12%	34,960,603
Yann Echelard	35,052,596	46.05%	41,061,830	53.95%	34,960,603
Kenneth Hoberman	52,058,723	68.40%	24,055,703	31.60%	34,960,603
Daniel Hume	35,036,823	46.03%	41,077,603	53.97%	34,960,603
Sagar Lonial, MD	33,299,870	43.75%	42,814,556	56.25%	34,960,603

Proposal 2

The vote with respect to the ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
110,028,319	657,578	389,132	--

Proposal 3

The advisory vote to approve the compensation of the Company's named executive officers was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
42,346,581	31,019,084	2,748,761	34,960,603

Proposal 4

The vote to approve the amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 175,000,000 to 190,000,000 was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
73,780,225	36,348,764	946,040	--

Proposal 5

The vote to approve the amendment to the Company's 2022 Incentive Plan to remove the full-value awards limit was as follows:

Total Votes For	Total Votes Against	Abstentions	Broker Non-Votes
66,744,142	8,625,685	744,599	34,960,603

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of TG Therapeutics, Inc.
10.1	Amendment to the TG Therapeutics, Inc. 2022 Incentive Plan.
104	Cover Page Interactive Data File (embedded within 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.

TG THERAPEUTICS, INC.
(Registrant)

Date: June 17, 2024

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

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 17, 2024, 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 190,000,000, 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 14th day of June, 2024.

By: /s/ Sean A. Power

Sean A. Power
Chief Financial Officer

**AMENDMENT
TO THE
TG THERAPEUTICS, INC. 2022 INCENTIVE PLAN**

THIS AMENDMENT (the “Amendment”) to the TG Therapeutics, Inc. 2022 Incentive Plan (the “Plan”) is adopted as of June 14, 2024, subject to and effective upon the approval of the shareholders at the 2024 annual meeting.

WITNESSETH:

WHEREAS, TG Therapeutics, Inc. (the “Company”) maintains the Plan, and the Plan is currently in effect; and

WHEREAS, Section 15.1 of the Plan authorizes the Board or the Committee (as defined in the Plan) to amend the Plan for certain purposes, subject to shareholder approval as required under applicable laws, policies or regulations or the applicable listing or other requirements of an Exchange (as defined in the Plan); and

WHEREAS, the Board desires to amend the Plan to remove the full-value awards limit, without increasing the overall share limit of 17 million shares;

NOW, THEREFORE, the Plan is amended as follows, subject to and effective upon the approval of the shareholders at the 2024 annual meeting:

1. Section 5.1 is amended by replacing the current provisions therein in total with the following:

NUMBER OF SHARES. Subject to adjustment as provided in Sections 5.2 and Section 14.1, the aggregate number of Shares reserved and available for issuance pursuant to Awards granted under the Plan shall be 17 million. The maximum number of Shares that may be issued upon exercise of Incentive Stock Options granted under the Plan shall be 17 million. If our stockholders approve the 2022 Incentive Plan, beginning at the Effective Date, all future equity grants to the Company’s employees, officers, directors and consultants will be made from the 2022 Incentive Plan, and the Company will not grant any additional awards under the Prior Plan. If the Stockholders do not approve the 2022 Incentive Plan, the Company will continue granting awards under the Prior Plan.

This Amendment shall be effective as of the date indicated above. The Plan, as modified by the terms of this Amendment, shall continue in full force and effect from and after the date of the adoption of this Amendment.