
**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): **November 9, 2020**

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:

- 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 8.01. Other Events.

On November 9, 2020, TG Therapeutics, Inc. (the “Company”) launched an at the market offering (the “Offering”) of shares of the Company’s common stock, \$0.001 par value per share, pursuant to the At Market Issuance Sales Agreement by and among the Company and Jefferies LLC, Cantor Fitzgerald & Co., and B. Riley Securities, Inc. (formerly B. Riley FBR, Inc.) (the “Agents”), dated March 20, 2020 (the “Sales Agreement”). A copy of the opinion of Alston & Bird LLP, counsel to the Company in connection with the Offering, is being filed as Exhibit 5.1 and incorporated in this Item by reference.

Sales of the Company’s common stock through the Agents, if any, will be made by any method permitted that is deemed an “at the market offering” as defined in Rule 415 under the Securities Act of 1933, as amended. The Agents will use commercially reasonable efforts consistent with their normal trading and sales practices. Each time that the Company wishes to issue and sell the Company’s common stock under the Sales Agreement, the Company will notify an Agent of the number or dollar value of shares to be issued, the dates on which such sales are anticipated to be made, any minimum price below which sales may not be made and other sales parameters as the Company deems appropriate. The Company is not obligated to sell any shares of its common stock under the Sales Agreement. Pursuant to the Sales Agreement, the Company will pay the Agents a commission rate of up to 3.0% of the gross proceeds from the sale of any shares of common stock sold through the Agents under the Sales Agreement.

The Sales Agreement includes customary representations, warranties, conditions, covenants, and indemnification rights and obligations of the Company and the Agents. The summary of the Sales Agreement set forth above does not purport to be complete and is subject to and is qualified in its entirety by reference to the text of such Sales Agreement, which was filed as Exhibit 1.1 on our Form 8-K on March 20, 2020 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
1.1	<u>At Market Issuance Sales Agreement, by and among the Company and Jefferies LLC, Cantor Fitzgerald & Co., and B. Riley Securities, Inc. (formerly B. Riley FBR, Inc.), dated March 20, 2020 (incorporated by reference to Exhibit 1.1 to the Company’s Form 8-K filed on March 20, 2020).</u>
5.1	<u>Opinion of Alston & Bird LLP.</u>
Exhibit 104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL

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 9, 2020

By: /s/ Sean A. Power

Name: Sean A. Power

Title: Chief Financial Officer

ALSTON & BIRD

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November 9, 2020

TG Therapeutics, Inc.
2 Gansevoort Street, 9th Floor
New York, New York 10014

Ladies and Gentlemen:

We are acting as counsel to TG Therapeutics, Inc., a Delaware corporation (the "Company") in connection with the registration statement on Form S-3 (File No. 333-233636) filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and declared automatically effective on September 5, 2019 (the "Registration Statement"). We are delivering this opinion in connection with the prospectus supplement (the "Prospectus Supplement") filed on November 9, 2020 by the Company as part of the Registration Statement. The Prospectus Supplement relates to the at-the-market offering by the Company of up to \$400,000,000 in shares of the Company's common stock, par value \$0.001 per share (the "Shares") covered by the Registration Statement. The Shares are being offered and sold by the sales agents (the "Agents") named in, and pursuant to, the At Market Issuance Sales Agreement dated March 20, 2020, between the Company and the Agents (the "Sales Agreement"). This opinion is being furnished to you at your request in accordance with the requirements of Item 16 of the Commission's Form S-3 and Item 601(b) (5) of Regulation S-K promulgated under the Securities Act.

We have examined the Amended and Restated Certificate of Incorporation of the Company, all amendments thereto, the Amended and Restated Bylaws of the Company, records of proceedings of the Board of Directors, or committees thereof, and records of proceedings of the stockholders, deemed by us to be relevant to this opinion letter, and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In rendering such opinion, we have relied as to factual matters upon the representations, warranties and other statements made in the Sales Agreement.

Alston & Bird LLP

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As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements, documents and instruments, including certificates or other comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

Our opinion set forth herein is limited to the General Corporation Law of the State of Delaware, the laws of the State of New York, and the federal law of the United States, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided to the Company for its use solely in connection with the transactions contemplated by the Sales Agreement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of that set forth in the fourth paragraph of this letter, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

We consent to the filing of this opinion letter as an exhibit to a Current Report on Form 8-K to be incorporated by reference into the Registration Statement and to the use of our name under the heading "Legal Matters" in the Prospectus Supplement filed by the Company with the Commission pursuant to Rule 424(b)(5) under the Securities Act on November 9, 2020. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder.

Sincerely,

ALSTON & BIRD LLP

By: /s/ Mark F. McElreath
Mark F. McElreath
