

---

---

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): **September 22, 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.
- 
-

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 22, 2014, TG Therapeutics, Inc. (the “Company”) exercised its option to license the global rights to TGR-1202, thereby entering into an exclusive licensing agreement (the “Agreement”) with Rhizen Pharmaceuticals, S A (“Rhizen”) for the development and commercialization of TGR-1202. The Company and Rhizen have to date been jointly developing TGR-1202 in a 50:50 joint venture.

Under the terms of the Agreement, Rhizen will receive a \$4.0 million cash payment and 371,530 shares of Company common stock, par value \$0.001, as an upfront license fee. Rhizen will also be eligible to receive potential milestone payments of approximately \$240 million upon the achievement of specific regulatory and sales based milestone events. Additionally, Rhizen will be entitled to tiered royalties on the Company’s future net sales of TGR-1202.

**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: September 22, 2014

By: /s/ Sean A. Power  
\_\_\_\_\_  
Sean A. Power  
Chief Financial Officer