

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>RA CAPITAL MANAGEMENT, L.P.</u> <hr/> (Last) (First) (Middle) 200 BERKELEY STREET 18TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2020	3. Issuer Name and Ticker or Trading Symbol <u>TG THERAPEUTICS, INC.</u> [ <u>TGTX</u> ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,788,457 <sup>(1)</sup>	I	See Footnote <sup>(2)(3)(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Total Return Swap	<sup>(5)</sup>	12/26/2023	Common Stock	589,527 <sup>(6)</sup>	<sup>(7)</sup>	I	See Footnote <sup>(2)(3)(4)</sup>

1. Name and Address of Reporting Person\*  
RA CAPITAL MANAGEMENT, L.P.  


---

 (Last) (First) (Middle)  
 200 BERKELEY STREET  
 18TH FLOOR  


---

 (Street)  
 BOSTON MA 02116  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RA Capital Healthcare Fund LP  


---

 (Last) (First) (Middle)  
 200 BERKELEY STREET  
 18TH FLOOR  


---

 (Street)  
 BOSTON MA 02116  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Kolchinsky Peter

(Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, L.P.  
200 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Shah Rajeev M.

(Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, L.P.  
200 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities include 11,442,674 shares held by RA Capital Healthcare Fund, L.P. (the "Fund") and 1,345,783 shares held in a separately managed account (the "Account").
2. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and the Account. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah may be deemed indirect beneficial owners of the reported securities for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Act").
3. They disclaim beneficial ownership of any of the reported securities for the purpose of determining whether they are subject to Section 16 of the Act, however, in reliance on Rule 16a-1(a)(1)(v) and (vii). To the extent that they might be deemed subject to Section 16, they disclaim beneficial ownership of securities held by the Fund for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein, and disclaim any pecuniary interest in securities held in the Account for purposes of Rule 16a-1(a)(2).
4. The filing of this Form 3 shall not be construed as an admission that either the Adviser, the Adviser GP, Dr. Kolchinsky, or Mr. Shah is or was for the purposes of Section 16(a), or otherwise, the beneficial owner of any of the securities held in the Account.
5. The Adviser has entered into a total return swap agreement with an unaffiliated third-party financial institution, which provides the Fund with economic exposure to an aggregate of 589,527 notional shares.
6. The swap agreement representing these notional shares is held by the Fund.
7. Each notional share represents the equivalent of one share of common stock.

/s/ Peter Kolchinsky,  
Manager of RA Capital      05/07/2020  
Management, L.P.

/s/ Peter Kolchinsky,  
Manager of RA Capital  
Healthcare GP, LLC, the      05/07/2020  
General Partner of RA  
Capital Healthcare Fund,  
L.P.

/s/ Peter Kolchinsky,  
individually      05/07/2020

/s/ Rajeev Shah,  
individually      05/07/2020

\*\* Signature of Reporting      Date  
Person

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 5 (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.**