

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Power Sean A</u> (Last) (First) (Middle) 787 SEVENTH AVENUE, 48TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TG THERAPEUTICS, INC. [TGTXD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Secretary and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	04/30/2012		C		150,000	A	(1)	150,000	D	
COMMON STOCK	05/16/2012		A(2)		350,000	A	\$0	500,000(3)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
SERIES A PREFERRED STOCK	(1)	04/30/2012		C			16,875	(1)	(1)	Common Stock	16,875	\$0	0	D	

Explanation of Responses:

- The Series A convertible Preferred Stock converted into issuer common stock on a 500-for-1 basis and had no expiration date.
- Reflects a grant of restricted shares that will vest according to the following schedule: 50% in equal installments on the 3rd, 4th, and 5th anniversary of the date of grant; 25% on the first date that the issuer achieves a pre-established market capitalization target; and 25% on the first date that the issuer achieves another pre-established market capitalization target.
- Includes 150,000 shares of Common Stock, which vest as follows: 25,000 on each of November 15, 2012, November 15, 2013, and November 15, 2014; 37,500 upon the occurrence of the registrant achieving a particular market capitalization target; and 37,500 upon the occurrence of the registrant achieving a second particular market capitalization target. On April 30, 2012, the issuer effected a reverse stock split, pursuant to which every 56.25 shares of common stock issued and outstanding immediately prior to the effective time of the reverse stock split automatically combined into one share of common stock, resulting in Mr. Power's ownership of 8,287,500 less shares of common stock. The figures outlined above reflect the post-split holdings of Mr. Power.

/s/ Sean A. Power 05/17/2012

** Signature of Reporting Person Date

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 4 (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.