
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): **August 2, 2012**

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.)

787 Seventh Ave, 48th Floor
New York, New York 10019
(Address of Principal Executive Offices)

(212) 554-4305
(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.
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Item 1.01. Entry into a Material Definitive Agreement.

On December 29, 2011, Opus Point Partners, LLC, a Delaware corporation (“Opus”), TG Biologics, Inc. (f/k/a TG Therapeutics, Inc.), a Delaware corporation (“TG Biologics”) and TG Therapeutics, Inc. (f/k/a Manhattan Pharmaceuticals, Inc.), a Delaware corporation (the “Company,” and collectively with Opus and TG Biologics, the “Parties”) entered into an Exchange Transaction Agreement (the “Agreement”). TG Biologics is a subsidiary of the Company.

On August 2, 2012, the Parties executed an amendment to the Agreement (“Amendment No. 1”) which set the number of members of the board of directors of the Company (the “Board of Directors”) at six, which cannot be increased further without the consent of Opus. Amendment No. 1 also grants Opus the right to nominate three of the six members of the Board of Directors until the later of (x) two years from the Closing Date of the Agreement (as defined therein), or (y) the date on which Opus beneficially owns less than 10% of the Company’s common stock as calculated pursuant to the rules and regulations under Section 13 of the Securities Exchange Act of 1934, as amended.

The foregoing summary of Amendment No. 1 does not purport to be a complete description, and is qualified by the full text of the amendment. A copy of Amendment No. 1 is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements And Exhibits.

- (d) Exhibits.
- 10.1 Amendment No. 1 to Exchange Transaction Agreement, dated as of December 29, 2011, by and among Opus Point Partners, LLC, TG Biologics, Inc. and TG Therapeutics, Inc.

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: August 8, 2012

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

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amendment No. 1 to Exchange Transaction Agreement, dated as of December 29, 2011, by and among Opus Point Partners, LLC, TG Biologics, Inc. and TG Therapeutics, Inc.

**AMENDMENT NO. 1
TO EXCHANGE TRANSACTION AGREEMENT**

This Amendment No. 1 (this "Amendment") to that certain Exchange Transaction Agreement (the "Agreement"), dated as of December 29, 2011, by and among Opus Point Partners, LLC, a Delaware corporation ("Opus"), TG Biologics, Inc. (f/k/a TG Therapeutics, Inc.), a Delaware corporation ("TG Biologics") and TG Therapeutics, Inc. (f/k/a Manhattan Pharmaceuticals, Inc.), a Delaware corporation ("TG Therapeutics"), is entered into by and among the aforementioned parties (Opus, TG Biologics and TG Therapeutics, collectively, the "Parties"), this 2nd day of August 2012. TG Therapeutics agrees to be bound by the terms and conditions of the Agreement, as amended herein. All capitalized terms not herein defined shall have the meaning ascribed to them in the Agreement and that certain Confidential Offering Memorandum, dated December 1, 2011, as amended or supplemented from time to time, including all attachments, schedules and exhibits thereto.

The Parties hereby agree to the following amendments:

1. Section 5.5(a) of the Agreement is hereby stricken in its entirety and replaced with the following:

The Board of Directors of the Company shall be set at six members, and shall not be increased without the consent of Opus. In addition, at every annual meeting of the stockholders, or at any special meeting to elect directors, Opus shall have the right to nominate three of the six members of the Board of Directors of the Company, until the later of (x) two years from the Closing Date, or (y) the date on which Opus is less than a beneficial owner of 10% of the Company as calculated pursuant to the rules and regulations under Section 13 of the Securities Exchange Act of 1934, as amended.

2. All references to "Opus" in the Agreement shall mean Opus and affiliates.
3. Section 1.1 of the Agreement is revised to add the following definition:

"Affiliate" shall mean any director, member or officer of Opus and any person who is under the control of, or common control with Opus.

Each of the Parties shall execute such further documents and instruments and take such further actions as may reasonably be requested by any other Party in order to effect the amendments contemplated herein.

Except as set forth herein, the Agreement shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have duly executed this Amendment, which may be executed in one or more counterparts, all of which together constituting one and the same agreement, as of the date first set forth above.

TG THERAPEUTICS, INC.

By: /s/ Michael Weiss
Name: Michael Weiss
Title: Chief Executive Officer

TG BIOLOGICS, INC.

By: /s/ Michael Weiss
Name: Michael Weiss
Title: Chief Executive Officer

OPUS POINT PARTNERS, LLC

By: /s/ Michael Weiss
Name: Michael Weiss
Title: Manager
