

TG THERAPEUTICS, INC.  
Form 8-K  
January 20, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **January 20, 2015**

**TG Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**                      **001-32639**                      **36-3898269**  
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)  
of Incorporation)

**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 December 15, 2014, TG Therapeutics, Inc. (the “*Company*”) received comments from the Securities and Exchange Commission (the “*Commission*”) to its Confidential Treatment Application filed on November 17, 2014 for its Licensing Agreement, dated September 22, 2014, with Rhizen Pharmaceuticals S.A. (the “*Agreement*”).

The Company then received further verbal comment from the Commission and negotiated certain revisions to both the Confidential Treatment Application and as filed Agreement. Therefore, a copy of the newly redacted Agreement is being filed as Exhibit 10.1 and incorporated in this Item by reference.

**Item 9.01 Financial Statements And Exhibits.**

(d)

Exhibits.

Licensing Agreement by and between TG Therapeutics, Inc. and Rhizen Pharmaceuticals S A, dated September 10.1 22, 2014. Confidential Treatment Requested. Confidential portions of this document have been redacted and have separately been filed with the Commission.

**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: January 20, 2015

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

INDEX TO EXHIBITS

**Exhibit**

**Number Description**

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|------|--|
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