

TG THERAPEUTICS, INC.  
Form 8-K  
March 17, 2014

**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): **March 17, 2014**

**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 8.01. Other Events.**

On March 11, 2014, TG Therapeutics, Inc. (“TG” or the “Company”) entered into an underwriting agreement with Ladenburg Thalmann & Co. Inc. (the “Underwriter”). Pursuant to the underwriting agreement, the Company agreed to sell to the Underwriter, and the Underwriter agreed to purchase for resale to the public, 2,702,809 shares of the Company’s Common Stock, \$.001 par value per share (the “Shares”). The sale of the Shares closed on March 17, 2014. Alston & Bird LLP, counsel to the Company, delivered an opinion as to the validity of the Shares, a copy of which is attached hereto as Exhibit 5.1 and is incorporated by reference herein. The sale of the Shares was registered pursuant to a Registration Statement (No. 333-189015) on Form S-3 and filed by the Company with the Securities and Exchange Commission. This Current Report on Form 8-K is being filed to incorporate the Expense Table set forth below and the opinion by reference into such Registration Statement.

Securities and Exchange Commission Registration Fee	\$*
Legal Fees and Expenses	\$20,000.00
Accountants’ Fees and Expenses	\$20,000.00
Printing and Duplicating Expenses	\$5,000.00
Transfer Agent’s Fees and Expenses	\$5,000.00
Miscellaneous Expenses	\$0
Total	\$50,000.00

\*Previously paid

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed as part of this report:

**Exhibit  
Number Description**

5.1 Opinion of Alston & Bird LLP.

**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: March 17, 2014 By: /s/ Sean Power  
Name: Sean Power  
Title: Chief Financial Officer

INDEX TO EXHIBITS

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
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5.1	Opinion of Alston & Bird LLP.
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