Power Sean A Form 4 September 17, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person *

Power Sean A

(First) (Middle)

(Zip)

787 SEVENTH AVENUE, 48TH

FLOOR

(Street)

NEW YORK, NY 10019 (State)

2. Issuer Name and Ticker or Trading

Symbol

TG THERAPEUTICS, INC. [TGTXD]

3. Date of Earliest Transaction

(Month/Day/Year) 09/13/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

0.5

January 31, Expires:

2005 Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

CFO, Secretary and Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

						•	′ .	1	•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(William Day/Tear)	· · · · · · · · · · · · · · · · · · ·	Code	ransaction(A) or Disposed of			Beneficially	Form: Direct	Beneficial
(Ilisu. 5)		any		(D)			,		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 5 and 4)		
COMMON STOCK	09/13/2012		P	1,000	A	\$ 2.25	501,000 (1)	D	
COMMON STOCK	09/14/2012		P	3,400	A	\$ 2.28	504,400	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	or Title Numb			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Power Sean A 787 SEVENTH AVENUE, 48TH FLOOR NEW YORK, NY 10019

CFO, Secretary and Treasurer

Signatures

/s/ Sean A. 09/14/2012 Power

**Signature of Date Reporting Person

Explanation of Responses:

- 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).

Includes 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. Also 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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