

TG THERAPEUTICS, INC.
Form 10-K/A
June 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
^x1934**

For the fiscal year ended December 31, 2012.

OR

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the transition period from _____ to _____.

Commission File Number 1-32639

TG THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware **36-3898269**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

787 Seventh Avenue

New York, New York **10019**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 554-4484

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, Par Value \$0.001 Per Share NASDAQ Capital Market
(Title of Class) (Name of Each Exchange on Which Registered)

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of voting common stock held by non-affiliates of the registrant (assuming, for purposes of this calculation, without conceding, that all executive officers and directors are "affiliates") was \$69,293,694 as of June 30, 2012, based on the closing sale price of such stock as reported on the OTC Bulletin Board.

There were 25,820,738 shares of the registrant's common stock outstanding as of March 1, 2013.

EXPLANATORY NOTE

TG THERAPEUTICS, INC. (the “Company”) is filing this amendment (the “Form 10-K/A”) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the “Form 10-K”), filed with the U.S. Securities and Exchange Commission on March 21, 2013, solely to correct an error in the exhibits. Exhibit 10.37 of the Form 10-K, which is the subject of a confidential treatment request, was not filed in its entirety, and excluded certain exhibits. The license agreement is now being filed in full with this 10-K/A.

This Form 10-K/A should be read in conjunction with the original Form 10-K, which continues to speak as of the date of the Form 10-K. Except as specifically noted above, this Form 10-K/A does not modify or update disclosures in the original Form 10-K. Accordingly, this Form 10-K/A does not reflect events occurring after the filing of the Form 10-K or modify or update any related or other disclosures.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 10, 2013

**TG THERAPEUTICS,
INC.**

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Michael S. Weiss and Sean A. Power, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments to this annual report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Form 10-K has been signed by the following persons on behalf of the Registrant on June 10, 2013, and in the capacities indicated:

Signatures

Title

/s/ Michael S. Weiss*
Michael S. Weiss

Executive Chairman, Interim Chief Executive Officer and President
(principal executive officer)

/s/ Sean A. Power
Sean A. Power

Chief Financial Officer
(principal financial and accounting officer)

/s/ Laurence N. Charney* Director
Laurence N. Charney

/s/ Yann Echelard* Director
Yann Echelard

/s/ Neil Herskowitz* Director
Neil Herskowitz

/s/ William J. Kennedy* Director
William J. Kennedy

/s/ Mark Schoenebaum, M.D.* Director
Mark Schoenebaum, M.D.

**/s/ Sean A. Power*

Attorney in Fact

EXHIBIT INDEX

Exhibit

Number Exhibit Description

10.37	Sublicense Agreement between TG Biologics, Inc. and Ildong Pharmaceutical Co. Ltd., dated November 13, 2012.*
31.1	Certification of Principal Executive Officer.
31.2	Certification of Principal Financial Officer.
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Confidential treatment has been requested with respect to omitted portions of this exhibit.