

TG THERAPEUTICS, INC.
Form DEF 14A
April 30, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

TG THERAPEUTICS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:

Edgar Filing: TG THERAPEUTICS, INC. - Form DEF 14A

- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

TG THERAPEUTICS, INC.
2 Gansevoort Street, 9th Floor
New York, New York 10014

Dear Stockholder:

You are cordially invited to the Annual Meeting of Stockholders (the “Annual Meeting”) of TG Therapeutics, Inc. (“TG” or the “Company”), to be held at 9:30 a.m. local time, on Wednesday, June 13, 2018, at the offices of our legal counsel, Alston & Bird, located at 90 Park Avenue, New York, New York 10016. At the meeting, the stockholders will be asked to (i) elect seven directors for a term of one year, (ii) ratify the appointment of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2018, and (iii) approve an amendment to our Amended and Restated 2012 Incentive Plan. You will also have the opportunity to ask questions and make comments at the meeting.

In accordance with the rules and regulations of the Securities and Exchange Commission, we are furnishing our proxy statement and annual report to stockholders for the year ended December 31, 2017 on the Internet. You may have already received our “Important Notice Regarding the Availability of Proxy Materials,” which was mailed on or about April 30, 2018. That notice described how you can obtain our proxy statement and annual report. You can also receive paper copies of our proxy statement and annual report upon request.

It is important that your stock be represented at the meeting regardless of the number of shares you hold. You are encouraged to specify your voting preferences by marking our proxy card and returning it as directed. If you do attend the meeting and wish to vote in person, you may revoke your proxy at the meeting.

If you have any questions about the proxy statement or the accompanying 2017 Annual Report, please contact Sean A. Power, our Chief Financial Officer at (212) 554-4484.

We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Michael S. Weiss
Michael S. Weiss
Executive Chairman, Chief Executive Officer and President

April 30, 2018
New York, New York

TG THERAPEUTICS, INC.
2 Gansevoort Street, 9th Floor
New York, New York 10014

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of TG Therapeutics, Inc. will be held at the offices of our legal counsel, Alston & Bird, located at 90 Park Avenue, New York, New York 10016, on Wednesday, June 13, 2018, at 9:30 a.m., local time. At the meeting, stockholders will consider and act on the following items:

1.
Elect seven directors for a term of one year;
2.
Ratify the appointment of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2018;
3.
Approve an amendment to our Amended and Restated 2012 Incentive Plan; and
4.
Transact any other business that may properly come before the Annual Meeting or any adjournment of the Annual Meeting.

Only those stockholders of record as of the close of business on April 18, 2018, are entitled to vote at the Annual Meeting or any postponements or adjournments thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be available for your inspection beginning April 24, 2018, at our offices located at 2 Gansevoort Street, New York, New York 10014, between the hours of 10:00 a.m. and 5:00 p.m., local time, each business day.

YOUR VOTE IS IMPORTANT!

Instructions on how to vote your shares via the Internet are contained on the “Important Notice Regarding the Availability of Proxy Materials,” which was mailed on or about April 30, 2018. Instructions on how to obtain a paper copy of our proxy statement and annual report to stockholders for the year ended December 31, 2017 are listed on the “Important Notice Regarding the Availability of Proxy Materials.” These materials can also be viewed online by following the instructions listed on the “Important Notice Regarding the Availability of Proxy Materials.”

If you choose to receive a paper copy of our proxy statement and annual report, you may vote your shares by completing and returning the proxy card that will be enclosed.

Submitting your proxy does not affect your right to vote in person if you decide to attend the Annual Meeting. You are urged to submit your proxy as soon as possible, regardless of whether or not you expect to attend the Annual Meeting. You may revoke your proxy at any time before it is voted at the Annual Meeting by (i) delivering written notice to our Corporate Secretary, Sean A. Power, at our address above, (ii) submitting a later dated proxy card, (iii) voting again via the Internet as described in the “Important Notice Regarding the Availability of Proxy Materials,” or (iv) attending the Annual Meeting and voting in person. No revocation under (i) or (ii) will be effective unless written notice or the proxy card is received by our Corporate Secretary at or before the Annual Meeting.

When you submit your proxy, you authorize Michael S. Weiss and Sean A. Power to vote your shares at the Annual Meeting and on any adjournments of the Annual Meeting in accordance with your instructions.

By Order of the Board of Directors,

/s/ Sean A. Power
Sean A. Power
Corporate Secretary

April 30, 2018
New York, New York

TG THERAPEUTICS, INC.
2 Gansevoort Street, 9th Floor
New York, New York 10014
Phone: (212) 554-4484
Fax: (212) 554-4531

PROXY STATEMENT

This proxy statement is being made available via Internet access, beginning on or about April 30, 2018, to the owners of shares of common stock of TG Therapeutics, Inc. (the “Company,” “our,” “we,” or “TG”) as of April 18, 2018, in connection with the solicitation of proxies by our Board of Directors for our 2018 Annual Meeting of Stockholders (the “Annual Meeting”). On or about April 30, 2018, we sent an “Important Notice Regarding the Availability of Proxy Materials” to our stockholders. If you received this notice by mail, you will not automatically receive by mail our proxy statement and annual report to stockholders for the year ended December 31, 2017. If you would like to receive a printed copy of our proxy statement, annual report and proxy card, please follow the instructions for requesting such materials in the notice. Upon request, we will promptly mail you paper copies of such materials free of charge.

The Annual Meeting will take place at the offices of our legal counsel, Alston & Bird, located at 90 Park Avenue, New York, New York 10016 on Wednesday, June 13, 2018, at 9:30 a.m., local time. Our Board of Directors encourages you to read this document thoroughly and take this opportunity to vote, via proxy, on the matters to be decided at the Annual Meeting. As discussed below, you may revoke your proxy at any time before your shares are voted at the Annual Meeting.

Table of Contents

Proxy Statement

Questions and Answers	1
Why did I receive an “Important Notice Regarding the Availability of Proxy Materials”?	1
What is the purpose of the Annual Meeting?	1
Who is entitled to vote at our Annual Meeting?	1
How do I vote?	1
What is a proxy?	1
How will my shares be voted if I vote by proxy?	2
How do I revoke my proxy?	2
Is my vote confidential?	2
How are votes counted?	2
What constitutes a quorum at the Annual Meeting?	2
What vote is required to elect our directors for a one-year term?	3
What vote is required to ratify CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2018?	3
What vote is required to approve an amendment to our Amended and Restated 2012 Incentive Plan?	3
What percentage of our outstanding stock do our directors and executive officers own?	3
Who was our independent public accountant for the year ending December 31, 2017? Will they be represented at the Annual Meeting?	3
How can I obtain a copy of our annual report on Form 10-K?	3
Corporate Governance	4
Our Board of Directors	4
Communicating with the Board of Directors	7
Audit Committee	7
Compensation Committee	7
Nominating Process	8
Code of Business Conduct and Ethics	8
Independent Registered Public Accounting Firm Fees and Other Matters	9
Audit Fees	9
Audit-Related Fees	9
Tax Fees	9
All Other Fees	9
Pre-Approval of Services	9
Report of the Audit Committee	10
Our Executive Officers	11
Executive Officers	11
Compensation Discussion and Analysis	12

Compensation Philosophy and Objectives	12
Determining Executive Compensation	12
Elements of Compensation	13
Consideration of Prior Advisory Stockholder Vote on Executive Compensation	13
2017 Executive Compensation	14
Perquisites and Other Executive Benefits	15
Severance Benefits	15
Report of the Compensation Committee	15

Executive Compensation	16
Summary Compensation Table	16
Grants of Plan-Based Awards for Fiscal Year 2017	17
Outstanding Equity Awards at 2017 Fiscal Year End	18
Stock Vested in Fiscal Year 2017	19
Employment Agreements	19
Potential Payments upon Termination or Change in Control	21
CEO Pay Ratio	22
Director Compensation	23
Compensation Committee Interlocks and Insider Participation	25
Section 16(a) Beneficial Ownership Reporting Compliance	25
Related-Person Transactions	25
Stock Ownership of Our Directors, Executive Officers, and 5% Beneficial Owners	27
Proposal One: Election of Directors; Nominees	28
Proposal Two: Ratification of Appointment of CohnReznick LLP as our Independent Registered Public Accounting Firm	29
Proposal Three: Amendment to our Amended and Restated 2012 Incentive Plan	30
Additional Information	40
Householding of Annual Meeting Materials	40
Stockholder Proposals for Our 2019 Annual Meeting	40
Other Matters	40
Solicitation of Proxies	40
Incorporation of Information by Reference	40
Exhibit A: Amendment to Amended and Restated 2012 Incentive Plan	41

QUESTIONS AND ANSWERS

Q:
Why did I receive an “Important Notice Regarding the Availability of Proxy Materials”?

A.
In accordance with Securities and Exchange Commission (“SEC”) rules, instead of mailing a printed copy of our proxy materials, we may send an “Important Notice Regarding the Availability of Proxy Materials” to stockholders. All stockholders will have the ability to access the proxy materials on a website referred to in the notice or to request a printed set of these materials at no charge. You will not receive a printed copy of the proxy materials unless you specifically request one from us. Instead, the notice instructs you as to how you may access and review all of the important information contained in the proxy materials via the Internet and submit your vote via the Internet.

Q:
What is the purpose of the Annual Meeting?

A.
At the Annual Meeting, our stockholders will act upon the matters outlined in the Notice of Annual Meeting of Stockholders accompanying this proxy statement, including (i) the election of seven directors for a term of one year, (ii) ratifying the appointment of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2018, (iii) approving an amendment to our Amended and Restated 2012 Incentive Plan, and (iv) transacting any other business that may properly come before the 2018 Annual Meeting or any adjournment thereof.

Q:
Who is entitled to vote at our Annual Meeting?

A.
The record holders of our common stock at the close of business on the record date, April 18, 2018, may vote at the Annual Meeting. Each share of common stock is entitled to one vote. There were 77,666,112 shares of common stock outstanding on the record date and entitled to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting, including the address of and number of shares held by each stockholder of record, will be available for your inspection beginning April 24, 2018, at our offices located at 2 Gansevoort Street, New York, New York 10014, between the hours of 10:00 a.m. and 5:00 p.m., local time, each business day.

Q:
How do I vote?

A.
You may vote in person at the Annual Meeting, by use of a proxy card if you receive a printed copy of our proxy materials, via Internet as directed in our “Important Notice Regarding the Availability of Proxy Materials,” or by telephone as indicated in the proxy card.

Q:
What is a proxy?

A.
A proxy is a person you appoint to vote your shares on your behalf. If you are unable to attend the Annual Meeting, our Board of Directors is seeking