

TG THERAPEUTICS, INC.
Form 8-K
June 14, 2016

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): **June 14, 2016**

TG Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001-32639** **36-3898269**
(State or other jurisdiction of (Commission (I.R.S. Employer
incorporation or organization) File Number) Identification Number)

2 Gansevoort Street, 9th Floor

New York, New York 10014

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(Address of principal executive offices, including Zip Code)

(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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

TG Therapeutics, Inc. (the “Company”) held its annual meeting of stockholders on Tuesday, June 14, 2016 at the offices of its legal counsel, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 at 10:00 a.m. Eastern Standard Time. Stockholders representing 39,853,756, or 73.63%, of the 54,124,279 shares entitled to vote were present in person or by proxy. Proxies were solicited by the Company pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. At the annual meeting, Proposals 1, 2 and 3 were approved. The proposals below are described in detail in the Company’s definitive proxy statement dated April 29, 2016 for the annual meeting.

The results are as follows:

Proposal 1

The following persons were nominated and elected directors:

Michael S. Laurence William J. Mark Yann Kenneth Daniel
 Weiss N. Charney Kennedy Schoenebaum, MD Echelard Hoberman Hume

The shareholder voting for board members is summarized as follows:

| <u>Director</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------------|-------------------------|------------------------------|---------------------------|------------------------------------|
| Michael S. Weiss | 26,735,391 | 3,179,660 | 0 | 9,938,705 |
| Laurence N. Charney | 28,480,732 | 1,434,319 | 0 | 9,938,705 |
| William J. Kennedy | 28,594,687 | 1,320,364 | 0 | 9,938,705 |
| Mark Schoenebaum, MD | 28,692,675 | 1,222,376 | 0 | 9,938,705 |
| Yann Echelard | 28,601,736 | 1,313,315 | 0 | 9,938,705 |
| Kenneth Hoberman | 28,736,475 | 1,178,576 | 0 | 9,938,705 |
| Daniel Hume | 28,682,021 | 1,233,030 | 0 | 9,938,705 |

All seven directors will serve on the board of directors of the Company (the “Board”) until the 2017 annual meeting.

Proposal 2

CohnReznick LLP was approved as the Company's independent registered public accountant for the fiscal year ending December 31, 2016.

The votes cast were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 39,292,061 | 487,524 | 74,171 | 0 |

Proposal 3

Under the advisory vote, the compensation of the Company's named executive officers was approved.

Votes cast were as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 24,689,674 | 5,200,915 | 24,462 | 9,938,705 |

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: June 14, 2016 By: /s/ Sean A. Power
Name: Sean A. Power
Title: Chief Financial Officer