

Edgar Filing: G1 Therapeutics, Inc. - Form SC 13G

G1 Therapeutics, Inc.
Form SC 13G
February 06, 2018

CUSIP NO. 3621LQ109
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13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

G1 THERAPEUTICS, INC.

(Name of Issuer)

Common stock, \$0.0001 par value per share

(Title of Class of Securities)

3621LQ109

(CUSIP Number)

December 31, 2017

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d 1(b)

Rule 13d 1(c)

Rule 13d 1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial

filing on this form with respect to the subject class of securities, and for any

subsequent amendment containing information which would alter the disclosures provided in

a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be

"filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or

otherwise subject to the liabilities of that section of the Act but shall be subject to

all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,535,616

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON

HC, CO (See Item 4)

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1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,535,616

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

CUSIP NO. 3621LQ109

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1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,535,616

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

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1. NAMES OF REPORTING PERSONS.

Franklin Advisers, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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1,529,616

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

1,529,616

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,529,616

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON

IA, CO (See Item 4)

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Item 1.

(a) Name of Issuer

G1 THERAPEUTICS, INC.

(b) Address of Issuer's Principal Executive Offices

79 T.W. Alexander Drive
4501 Research Commons, Suite 100
Research Triangle Park, NC 27709

Item 2.

(a) Name of Person Filing

(i): Franklin Resources, Inc.

(ii): Charles B. Johnson

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(iii): Rupert H. Johnson, Jr.

(iv): Franklin Advisers, Inc.

(b) Address of Principal Business Office or, if none, Residence

(i), (ii), and (iii):

One Franklin Parkway

San Mateo, CA 94403 1906

(iv): One Franklin Parkway

San Mateo, CA 94403 1906

(c) Citizenship

(i): Delaware

(ii) and (iii): USA

(iv): California

(d) Title of Class of Securities

Common stock, \$0.0001 par value per share

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c),

check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) Investment company registered under section 8 of the Investment Company Act

of 1940 (15 U.S.C 80a 8).

(e) An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with §240.13d 1(b)

(1)(ii)(F);

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(g) A parent holding company or control person in accordance with §240.13d 1(b)

(1) (ii) (G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit

Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company

under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C.

80a 3);

(j) A non U.S. institution in accordance with §240.13d 1(b) (ii) (J);

(k) Group, in accordance with §240.13d 1(b) (1) (ii) (K).

If filing as a non U.S. institution in accordance with §240.13d 1(b) (1) (ii) (J),

please specify the type of institution:

Item 4. Ownership

The securities reported herein are beneficially owned by one or more open or closed

end investment companies or other managed accounts that are investment management clients

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of investment managers that are direct and indirect subsidiaries (each, an "Investment

Management Subsidiary" and, collectively, the "Investment Management Subsidiaries") of

Franklin Resources, Inc. ("FRI"), including the Investment Management Subsidiaries listed

in this Item 4. When an investment management contract (including a sub advisory

agreement) delegates to an Investment Management Subsidiary investment discretion or

voting power over the securities held in the investment advisory accounts that are subject

to that agreement, FRI treats the Investment Management Subsidiary as having sole

investment discretion or voting authority, as the case may be, unless the agreement

specifies otherwise. Accordingly, each Investment Management Subsidiary reports on

Schedule 13G that it has sole investment discretion and voting authority over the

securities covered by any such investment management agreement, unless otherwise noted in

this Item 4. As a result, for purposes of Rule 13d 3 under the Act, the Investment

Management Subsidiaries listed in this Item 4 may be deemed to be the beneficial owners of

the securities reported in this Schedule 13G.

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is

being reported in conformity with the guidelines articulated by the SEC staff in

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Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where

related entities exercise voting and investment powers over the securities being

reported independently from each other. The voting and investment powers held by

Franklin Mutual Advisers, LLC ("FMA") and Franklin Advisory Services, LLC ("FAS"), each an

indirect wholly owned Investment Management Subsidiary, are exercised independently from

FRI and from all other Investment Management Subsidiaries (FRI, its affiliates and the

Investment Management Subsidiaries other than FMA and FAS are collectively, "FRI

affiliates"). Furthermore, internal policies and procedures of FMA, FAS and FRI establish

informational barriers that prevent the flow between FMA and FAS, on the one hand, and the

FRI affiliates, on the other hand, of information that relates to the voting and

investment powers over the securities owned by their respective management clients.

Consequently, FMA and FAS report the securities over which they hold investment and voting

power separately from the FRI affiliates for purposes of Section 13 of the Act.

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Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own

in excess of 10% of the outstanding common stock of FRI and are the principal

stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for

purposes of Rule 13d 3 under the Act, the beneficial owners of securities held by

persons and entities for whom or for which FRI subsidiaries provide investment

management services. The number of shares that may be deemed to be beneficially owned

and the percentage of the class of which such shares are a part are reported in Items

9 and 11 of the cover pages for FRI and each of the Principal Shareholders. FRI, the

Principal Shareholders and each of the Investment Management Subsidiaries disclaim any

pecuniary interest in any of the such securities. In addition, the filing of this

Schedule 13G on behalf of the Principal Shareholders, FRI and the FRI affiliates, as

applicable, should not be construed as an admission that any of them is, and each of

them disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of

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the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and

that they are not otherwise required to attribute to each other the beneficial

ownership of the securities held by any of them or by any persons or entities for whom

or for which the Investment Management Subsidiaries provide investment management

services.

(a) Amount beneficially owned:

1,535,616

(b) Percent of class:

5.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Inc.: Franklin Resources,

0

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Johnson: Charles B. 0

Jr.: Rupert H. Johnson, 0

1,529,616 Franklin Advisers, Inc.:

International: Fiduciary Trust Company 6,000

(ii) Shared power to vote or to direct the vote

0

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(iii) Sole power to dispose or to direct the disposition of

Inc.: Franklin Resources, 0

Johnson: Charles B. 0

Jr.: Rupert H. Johnson, 0

1,529,616 Franklin Advisers, Inc.:

International: Fiduciary Trust Company 6,000

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported

& size="2" face="Times New Roman" style="font-size:1.0pt;">

3,273,092

1.2

472,509

Oriental Bank Of Commerce

2,928,624

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	1.0
	102,808
Punjab National Bank	
	1,482,936
	0.5
	370,671
Sun TV Network Ltd.	
	2,783,742
	1.0
	15,341,682
	5.5
	27

Indonesia: 2.1%

5,583,000

Indofood Sukses Makmur Tbk PT

3,404,175

1.3

4,783,000

Perusahaan Gas Negara PT

2,255,027

0.8

5,659,202

2.1

Malaysia: 3.2%

1,295,600

Berjaya Sports Toto BHD

1,917,104

0.7

1,309,900

CIMB Group Holdings Bhd

3,218,370

1.2

2,274,800

IOI Corp. Bhd

3,710,944

1.3

8,846,418

3.2

Poland: 2.2%

548,951

PGE SA

3,194,317

1.1

23,609

Powszechny Zakład Ubezpieczeń SA

2,959,785

1.1

6,154,102

2.2

Qatar: 2.6%

176,068

Commercial Bank of Qatar

3,560,234

1.3

89,315

Industries Qatar QSC

3,736,775

1.3

7,297,009

2.6

Russia: 4.9%

251,800

CTC Media, Inc.

2,127,710

0.8

855,118

Gazprom OAO ADR

7,601,999

2.7

ING Emerging Markets High Dividend Equity Fund

PORTFOLIO OF INVESTMENTS
as of November 30, 2012 (Unaudited) (continued)

Shares		Value	Percentage of Net Assets
	Russia (continued)		
216,649	Mobile Telesystems OJSC ADR	\$ 3,776,192	1.4
		13,505,901	4.9
	Singapore: 1.3%		
239,000	United Overseas Bank Ltd.	3,664,142	1.3
	South Africa: 6.3%		
334,237	Adcock Ingram Holdings Ltd.	2,005,935	0.7
243,926	Barloworld Ltd.	1,995,840	0.7
287,444	Gold Fields Ltd.	3,523,563	1.3
186,081	MTN Group Ltd.	3,426,689	1.2
77,365	Sasol Ltd.	3,260,367	1.2
273,053	Standard Bank Group Ltd.	3,229,962	1.2
		17,442,356	6.3
	South Korea: 8.8%		
86,192	Hite Jinro Co. Ltd.	2,404,775	0.9
311,060	Hyundai Securities Co.	2,346,486	0.8
138,680	Kangwon Land, Inc.	3,959,154	1.4
102,617	KB Financial Group, Inc.	3,383,687	1.2
45,728	KT&G Corp.	3,619,051	1.3
16,282	Posco	4,861,568	1.8
101,000	Woongjin Coway Co., Ltd.	3,721,568	1.4
		24,296,289	8.8
	Taiwan: 6.6%		
1,105,959	Cheng Uei Precision Industry Co., Ltd.	2,610,112	0.9
5,956,080	Chinatrust Financial Holding Co., Ltd.	3,454,745	1.3
1,274,000	E Ink Holdings, Inc.	941,725	0.3
120,000	Largan Precision Co. Ltd.	3,281,888	1.2
1,319,700	Powertech Technology, Inc.	1,957,342	0.7
939,000	Synnex Technology International Corp.	1,791,215	0.7
1,231,000	Taiwan Semiconductor Manufacturing Co., Ltd.	4,182,765	1.5
		18,219,792	6.6
	Thailand: 1.2%		
321,500	PTT PCL	3,350,850	1.2
	Turkey: 1.0%		
698,705	Turk Telekomunikasyon AS	2,612,359	1.0
	United Kingdom: 2.1%		
545,796	Eurasian Natural Resources Corp.	2,363,047	0.9
144,873	Standard Chartered PLC	3,379,175	1.2
		5,742,222	2.1
	United States: 0.9%		
65,676	Southern Copper Corp.	2,384,039	0.9
	Total Common Stock (Cost \$276,224,227)	248,222,388	89.7
	PREFERRED STOCK: 1.1%		
1,447,466	@ Sberbank of Russia	3,098,451	1.1

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	Total Preferred Stock (Cost \$3,128,672)	3,098,451	1.1
	Total Long-Term Investments (Cost \$279,352,899)	251,320,839	90.8
SHORT-TERM INVESTMENTS: 9.8%			
27,144,051	Mutual Funds: 9.8% BlackRock Liquidity Funds, TempFund, Institutional Class (Cost \$27,144,051)	27,144,051	9.8
	Total Short-Term Investments (Cost \$27,144,051)	27,144,051	9.8
	Total Investments in Securities		
	(Cost \$306,496,950)	\$ 278,464,890	100.6
	Liabilities in Excess of Other Assets	(1,711,741)	(0.6)
	Net Assets	\$ 276,753,149	100.0

@
ADR

Non-income producing security
American Depository Receipt

Cost for federal income tax purposes is
\$307,363,172.

Net unrealized depreciation consists of:

Gross Unrealized Appreciation	\$	11,980,962
Gross Unrealized Depreciation		(40,879,244)
Net Unrealized Depreciation	\$	(28,898,282)

Sector Diversification	Percentage of Net Assets
Financials	23.3%
Energy	12.7
Materials	8.8
Utilities	8.8
Consumer Discretionary	8.3
Telecommunication Services	6.8
Information Technology	6.6
Industrials	6.2
Consumer Staples	5.9
Health Care	2.0
Telecommunications	1.4
Short-Term Investments	9.8
Liabilities in Excess of Other Assets	(0.6)
Net Assets	100.0%

ING Emerging Markets High Dividend Equity Fund

PORTFOLIO OF INVESTMENTS
as of November 30, 2012 (Unaudited) (continued)

Fair Value Measurements

The following is a summary of the fair valuations according to the inputs used as of November 30, 2012 in valuing the assets and liabilities:

	Quoted Prices in Active Markets for Identical Investments (Level 1)	Significant Other Observable Inputs # (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at November 30, 2012
Asset Table				
Investments, at fair value				
Common Stock				
Belgium	\$	\$ 3,032,554	\$	\$ 3,032,554
Brazil	34,125,156			34,125,156
Chile	3,152,625			3,152,625
China		47,996,147		47,996,147
Colombia	2,622,320			2,622,320
Czech Republic	2,792,647	2,244,820		5,037,467
Hong Kong	8,247,708	8,080,338		16,328,046
Hungary		1,411,710		1,411,710
India		15,341,682		15,341,682
Indonesia		5,659,202		5,659,202
Malaysia		8,846,418		8,846,418
Poland		6,154,102		6,154,102
Qatar		7,297,009		7,297,009
Russia	13,505,901			13,505,901
Singapore		3,664,142		3,664,142
South Africa		17,442,356		17,442,356
South Korea	7,340,619	16,955,670		24,296,289
Taiwan		18,219,792		18,219,792
Thailand		3,350,850		3,350,850
Turkey		2,612,359		2,612,359
United Kingdom		5,742,222		5,742,222
United States	2,384,039			2,384,039
Total Common Stock	74,171,015	174,051,373		248,222,388
Preferred Stock		3,098,451		3,098,451
Short-Term Investments	27,144,051			27,144,051
Total Investments, at fair value	\$ 101,315,066	\$ 177,149,824	\$	\$ 278,464,890
Liabilities Table				
Other Financial Instruments+				
Written Options	\$	\$ (1,350,901)	\$	\$ (1,350,901)
Total Liabilities	\$	\$ (1,350,901)	\$	\$ (1,350,901)

+ Other Financial Instruments are derivatives not reflected in the Portfolio of Investments and may include open forward foreign currency contracts, equity forwards, futures, swaps, and written options. Forward foreign currency contracts, equity forwards and futures are valued at the unrealized gain (loss) on the instrument. Swaps and written options are valued at the fair value of the instrument.

The earlier close of the foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Fund may frequently value

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many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available. Accordingly, a portion of the Fund's investments are categorized as Level 2 investments.

There were no transfers in or out of Levels 1, 2 or 3 of the fair value hierarchy during the six months ended November 30, 2012.

ING Emerging Markets High Dividend Equity Fund Written OTC Options on November 30, 2012:

Number of Contracts Options on Indices	Counterparty	Description	Exercise Price	Expiration Date	Premiums Received	Fair Value
674,500	Barclays Bank PLC	Call on iShares Emerging Markets Index Fund	40.467 USD	12/21/12	\$ 569,662	\$ (994,729)
669,900	Barclays Bank PLC	Call on iShares Emerging Markets Index Fund	41.584 USD	12/07/12	648,228	(356,172)
		Total Written OTC Options			\$ 1,217,890	\$ (1,350,901)

Item 2. Controls and Procedures.

- (a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-Q are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-Q and the officer certifications of such Form N-Q.
- (b) There were no significant changes in the registrant's internal controls over financial reporting that occurred during the registrant's last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): Ing Emerging Markets High Dividend Equity Fund

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: January 25, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: January 25, 2013

By /s/ Todd Modic
Todd Modic
Senior Vice President and Chief Financial Officer

Date: January 25, 2013
