

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Thorp Clay</u> (Last) (First) (Middle) C/O G1 THERAPEUTICS, INC. 79 T.W. ALEXANDER DRIVE (Street) RESEARCH TRIANGLE PARK NC 27709 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>G1 Therapeutics, Inc. [GTHX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2017		J		99,513	D	\$0.00 ⁽¹⁾	4,074,216	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	11/30/2017		J		995	A	\$0.00 ⁽⁵⁾	4,075,211	I	See Footnotes ⁽²⁾⁽³⁾⁽⁶⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Thorp Clay</u> (Last) (First) (Middle) C/O G1 THERAPEUTICS, INC. 79 T.W. ALEXANDER DRIVE (Street) RESEARCH TRIANGLE PARK NC 27709 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hatteras Venture Advisors IV SBIC, LLC](#)

(Last) (First) (Middle)

C/O GI THERAPEUTICS, INC.
79 T.W. ALEXANDER DRIVE

(Street)

RESEARCH TRIANGLE PARK NC 27709

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hatteras Venture Partners IV SBIC, LP](#)

(Last) (First) (Middle)

C/O GI THERAPEUTICS, INC.
79 T.W. ALEXANDER DRIVE

(Street)

RESEARCH TRIANGLE PARK NC 27709

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[INGRAM ROBERT ALEXANDER](#)

(Last) (First) (Middle)

C/O GI THERAPEUTICS, INC.
79 T.W. ALEXANDER DRIVE

(Street)

RESEARCH TRIANGLE PARK NC 27709

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Crumpler John](#)

(Last) (First) (Middle)

C/O GI THERAPEUTICS, INC.
79 T.W. ALEXANDER DRIVE

(Street)

RESEARCH TRIANGLE PARK NC 27709

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
LEE KENNETH B JR		
(Last)	(First)	(Middle)
C/O GI THERAPEUTICS, INC. 79 T.W. ALEXANDER DRIVE		
(Street)		
RESEARCH TRIANGLE PARK	NC	27709
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Reed Douglas MD		
(Last)	(First)	(Middle)
C/O GI THERAPEUTICS, INC. 79 T.W. ALEXANDER DRIVE		
(Street)		
RESEARCH TRIANGLE PARK	NC	27709
(City)	(State)	(Zip)

Explanation of Responses:

- In-kind distribution from L2 Ventures, LLC to its members, without consideration.
- 3,861,797 shares of the reportable securities are owned directly by Hatteras Venture Partners IV SBIC, LP ("HVP IV"). Hatteras Venture Advisors IV SBIC, LLC ("HVA IV SBIC") is the general partner of HVP IV. The securities directly held by HVP IV are indirectly held by the individual managing members of HVA IV SBIC (each, a "GP Managing Member" and collectively, the "GP Managing Members"). The GP Managing Members are John Crumpler, Clay Thorp, Ken Lee, Douglas Reed and Robert Ingram. The GP Managing Members may share voting and dispositive power over the securities directly held by HVP IV. Each GP Managing Member disclaims beneficial ownership of these securities and this report is not an admission that any GP Managing Member is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- 212,419 shares of the reportable securities are owned directly by Hatteras NC Fund, LP ("Hatteras NC"). Hatteras Venture Advisors IV, LLC ("HVA IV") is the general partner of Hatteras NC Fund, LP. The securities directly held by Hatteras NC are indirectly held by the individual managing members of HVA IV (each, a "HVA IV Managing Member" and collectively, the "HVA IV Managing Members"). The HVA IV Managing Members are John Crumpler, Clay Thorp, Ken Lee, Douglas Reed and Robert Ingram. The HVA IV Managing Members may share voting and dispositive power over the securities directly held by HVP IV. Each HVA IV Managing Member disclaims beneficial ownership of these securities and this report is not an admission that any HVA IV Managing Member is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- Following a distribution in-kind to its members, none of the reportable securities are owned directly by L2 Ventures, LLC ("L2 Ventures"). Hatteras Venture Advisors V, LLC ("HVA V") is the general partner of L2 Ventures. The securities previously held by L2 Ventures were indirectly held by the individual managing members of HVA V (each, a "L2 Managing Member" and collectively, the "L2 Managing Members"). The L2 Managing Members are John Crumpler, Clay Thorp, Christy Shaffer, Douglas Reed and Robert Ingram.
- In-kind distribution from L2 Ventures, LLC to its members, including Hatteras Venture Advisors V, LLC, without consideration.
- 995 shares of the reportable securities are owned directly by Hatteras Venture Advisors V, LLC ("HVA V"). The securities directly held by HVA V are indirectly held by the individual managing members of HVA V (each, a "Managing Member" and collectively, the "Managing Members"). The Managing Members are John Crumpler, Clay Thorp, Christy Shaffer, Douglas Reed and Robert Ingram. The Managing Members may share voting and dispositive power over the securities directly held by HVA V. Each Managing Member disclaims beneficial ownership of these securities and this report is not an admission that any Managing Member is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his or her pecuniary interest therein.

Remarks:

/s/ Megan Gates, attorney-in- 12/04/2017
fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.