

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>RA CAPITAL MANAGEMENT, LLC</u> (Last) (First) (Middle) 20 PARK PLAZA, SUITE 1200 (Street) BOSTON MA 02116 (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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Fmr 10% Owner See Footnote (2)
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2017	
	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	05/22/2017		C		1,723,304	A	(4)	1,723,304	I	See footnotes ⁽¹⁾⁽²⁾
Common Stock	05/22/2017		C		560,940 ⁽³⁾	A	(5)	2,284,244	I	See footnotes ⁽²⁾
Common Stock	05/22/2017		P		400,000 ⁽⁶⁾	A	\$15	2,684,244 ⁽⁷⁾	I	See footnote ⁽²⁾

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	Title	Amount or Number of Shares				
Series B Preferred Stock	(4)	05/22/2017		C		5,169,916 ⁽⁸⁾		(4)	(4)	Common Stock	1,723,304	\$1.4507	0	I	See footnotes ⁽¹⁾⁽²⁾
Series C Preferred Stock	(5)	05/22/2017		C		1,682,822 ⁽⁹⁾		(5)	(5)	Common Stock	560,940 ⁽³⁾	\$2.9712	0	I	See footnotes ⁽²⁾

1. Name and Address of Reporting Person*
RA CAPITAL MANAGEMENT, LLC
 (Last) (First) (Middle)
 20 PARK PLAZA, SUITE 1200
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RA Capital Healthcare Fund LP
 (Last) (First) (Middle)
 C/O RA CAPITAL MANAGEMENT, LLC
 20 PARK PLAZA, SUITE 1200
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kolchinsky Peter
 (Last) (First) (Middle)

C/O RA CAPITAL MANAGEMENT, LLC
20 PARK PLAZA, SUITE 1200

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. These securities are held by RA Capital Healthcare Fund, L.P. (the "Fund").
2. RA Capital Management, LLC ("Adviser") is the general partner of the Fund and the investment adviser for a separately managed account (the "Account"). Peter Kolchinsky is the manager of Adviser. Adviser and Dr. Kolchinsky may be deemed indirect beneficial owners of the reported securities and disclaim beneficial ownership thereof: (A) in reliance on Rule 16a-1(a)(1)(v) and (vii); and (B) held by Fund, for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein. Adviser and Dr. Kolchinsky have no pecuniary interest in the reported securities held in the Account and disclaim: (A) beneficial ownership thereof for purposes of Rule 16a-1(a)(2); and (B) any filing obligations under Section 16 other than as a director by deputization and a director, respectively. This Form 4 shall not be construed as an admission that Adviser or Dr. Kolchinsky is or was under Section 16(a), or otherwise, the beneficial owner of any of the reported securities.
3. These securities include 453,801 shares held by the Fund and 107,139 shares held in the Account.
4. Each share of the Series B Preferred Stock converted into Common Stock on a 1-for-3 basis automatically upon the closing of the Issuer's initial public offering, and had no expiration date.
5. Each share of the Series C Preferred Stock converted into Common Stock on a 1-for-3 basis automatically upon the closing of the Issuer's initial public offering, and had no expiration date.
6. These securities include 322,895 shares held by the Fund and 77,105 shares held in the Account.
7. These securities include 2,500,000 shares held by the Fund and 184,244 shares held in the Account.
8. These shares are held by the Fund.
9. These securities include 1,361,403 shares held by the Fund and 321,419 shares held in the Account.

/s/ Peter Kolchinsky, Manager of
RA Capital Management, LLC 05/24/2017

/s/ Peter Kolchinsky, individually 05/24/2017

/s/ Peter Kolchinsky, Manager of
RA Capital Management, LLC,
the General Partner of RA
Capital Healthcare Fund, L.P. 05/24/2017

** 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.

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