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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 22, 2022 (July 27, 2022)**

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**G1 THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38096**  
(Commission  
File Number)

**26-3648180**  
(IRS Employer  
Identification No.)

**700 Park Offices Drive  
Suite 200  
Research Triangle Park, NC**  
(Address of principal executive offices)

**27709**  
(zip code)

**Registrant's telephone number, including area code: (919) 213-9835**

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.0001 par value	GTHX	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of New Director*

On July 22, 2022, the Board of Directors (the “Board”) of G1 Therapeutics, Inc. (the “Company”), following the recommendation of the Nominating and Governance Committee of the Board, appointed Norman E. Sharpless, M.D., as an independent director to the Board to serve, effective July 22, 2022, as a Class II Director with a term expiring at the Company’s 2025 annual meeting of stockholders.

Dr. Sharpless has more than thirty years of experience in the medical field, was a founding scientist of the Company and served on the Company’s Board from its inception in 2008 until 2015. Dr. Sharpless was the 15<sup>th</sup> Director of the National Cancer Institute at the National Institutes of Health, serving from October 2017 until April 2022. In 2019, he served as Acting Commissioner for Food and Drugs at the U.S. Food and Drug Administration. Prior to his government service, Dr. Sharpless served as Director of the University of North Carolina (UNC) Lineberger Comprehensive Cancer Center from January 2014 to 2017. Dr. Sharpless began his teaching at UNC in 2002 and, in 2012, he became the Wellcome Professor of Cancer Research at UNC. Dr. Sharpless holds a B.S. in Mathematics from the University of North Carolina at Chapel Hill and earned his M.D. at the University of North Carolina at Chapel Hill.

In 2017, prior to entering federal service, Dr. Sharpless divested his holdings in the Company as required by Federal law.

In connection with Dr. Sharpless’ appointment to the Board, the Board expects to grant to Dr. Sharpless a non-statutory stock option to purchase up to 60,000 shares of the Company’s common stock on August 4, 2022 (the first trading day after the Company’s financial blackout period). The stock option will have an exercise price per share equal to the closing price of the Company’s common stock on The Nasdaq Global Select Market on August 4, 2022. The stock option will vest in equal monthly installments through the third anniversary of the date of grant, subject to Dr. Sharpless’ continued service as a director.

In addition, Dr. Sharpless is entitled to receive an annual cash retainer of \$45,000 for his service as a non-employee director of the Company pursuant to the Company’s Second Amended and Restated Non-Employee Director Compensation Policy, prorated for the portion of the year that Dr. Sharpless serves as a director. Dr. Sharpless will serve as a member of the Nominating and Governance Committee of the Board.

Also in connection with Dr. Sharpless’ appointment to the Board, Dr. Sharpless and the Company will enter into an indemnification agreement in the form the Company has entered into with its other non-employee directors, which form is filed as Exhibit 10.1 to the Company’s Amendment No. 2 to its Registration Statement on Form S-1 (File No. 333-217285) filed by the Company on May 8, 2017. Under this agreement, the Company will agree, among other things, to indemnify Dr. Sharpless for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of the Company’s directors.

There are no arrangements or understandings between Dr. Sharpless and any other person pursuant to which Dr. Sharpless was appointed as a director. There are no transactions to which the Company is a party and in which Dr. Sharpless has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. He does not have any family relations with any directors or executive officers of the Company.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release dated July 25, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 thereunto duly authorized.

**G1 THERAPEUTICS, INC.**

By: /s/ James Stillman Hanson

James Stillman Hanson  
General Counsel

Date: July 27, 2022



## **G1 Therapeutics Announces Addition of Norman E. Sharpless to Board of Directors**

**RESEARCH TRIANGLE PARK, N.C., July 25, 2022** – G1 Therapeutics, Inc. (Nasdaq: GTHX), a commercial-stage oncology company, today announced the appointment of Norman E. “Ned” Sharpless, M.D., to its Board of Directors. For nearly 30 years, Dr. Sharpless has been committed to the fight against cancer, including serving as one of the scientific founders of G1 in 2008. He is an accomplished oncologist and seasoned public servant who has treated cancer patients, investigated the biologic basis of cancer, and has led academic institutions and government agencies, including most recently serving as Director of the National Cancer Institute (NCI) at the National Institutes of Health.

“I couldn’t be more excited to announce that Ned has chosen to re-engage with G1 and our Board of Directors, given his commitment to transforming cancer care,” said Jack Bailey, Chief Executive Officer of G1 Therapeutics. “Ned not only brings invaluable scientific prowess and deep oncology experience to our Board, but also an in-depth understanding of trilaciclib and its potential to innovate how cancer patients are treated. I am delighted to welcome Ned to our Board of Directors at this important point in our growth.”

“I’m very pleased to re-join G1’s Board of Directors given my belief that trilaciclib has the potential to be a paradigm-changing oncology drug across multiple tumor types and treatment regimens,” said Dr. Sharpless. “I am enthusiastic about the strong development and commercial capabilities of G1 today, and it is gratifying to work once again with G1 at this point in the company’s evolution. It has been thrilling as a researcher and physician to watch G1’s technology transform from an early scientific concept from my lab into an FDA-approved medicine with the potential to dramatically improve the outcomes and survivorship of so many patients affected by cancer.”

Dr. Sharpless was the 15<sup>th</sup> Director of the NCI from October 2017 through April 2022. As leader of the Nation’s cancer research program, he developed comprehensive plans aimed at accelerating therapies for childhood cancer, modernizing NCI-supported clinical trials, eliminating cancer disparities and promoting workforce diversity. He led new research initiatives in many areas, including cellular immunotherapy, early cancer detection, global oncology and the use of Artificial Intelligence and Machine Learning in cancer research. He was a forceful advocate within two Administrations for resources and policies to support and promote basic cancer research. He also served as the Acting Commissioner for Food and Drugs at the U.S. Food and Drug Administration from April 2019 to November 2019. Prior to entering federal service, Dr. Sharpless served as the Director of the University of North Carolina (UNC) Lineberger Comprehensive Cancer Center and was the Wellcome Distinguished Professor in Cancer Research at UNC. He received an MD from the UNC School of Medicine, followed by an internal medicine residency at the Massachusetts General Hospital and a hematology/oncology fellowship at the Dana-Farber/Partners Cancer Care, both of Harvard Medical School.

In 2017, prior to entering federal service, Dr. Sharpless divested his holdings in G1 Therapeutics as required by Federal law.

### **About G1 Therapeutics**

G1 Therapeutics, Inc. is a commercial-stage biopharmaceutical company focused on the development and commercialization of next generation therapies that improve the lives of those affected by cancer, including the Company’s first commercial product, COSELA® (trilaciclib). G1 has a deep clinical pipeline and is



executing a tumor-agnostic development plan evaluating COSELA in a variety of solid tumors, including colorectal, breast, lung, and bladder cancers. G1 Therapeutics is based in Research Triangle Park, N.C. For additional information, please visit [www.g1therapeutics.com](http://www.g1therapeutics.com) and follow us on Twitter @G1Therapeutics.

G1 Therapeutics™ and the G1 Therapeutics logo and COSELA® and the COSELA logo are trademarks of G1 Therapeutics, Inc.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "will," "expect," "plan," "anticipate," "estimate," "intend" and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements in this press release include, but are not limited to, those relating to the potential to dramatically improve the outcomes and survivorship of so many patients affected by cancer. Each of these forward-looking statements involves risks and uncertainties. Factors that may cause the company's actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in the company's filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein and include, but are not limited to, the company's dependence on the commercial success of COSELA; the development and commercialization of new drug products is highly competitive; the company's ability to complete clinical trials for, obtain approvals for and commercialize any of its product candidates; the company's initial success in ongoing clinical trials may not be indicative of results obtained when these trials are completed or in later stage trials; the inherent uncertainties associated with developing new products or technologies and operating as a development-stage company; and market conditions. Except as required by law, the company assumes no obligation to update any forward-looking statements contained herein to reflect any change in expectations, even as new information becomes available.

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