

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>Strum Jay</u> (Last) (First) (Middle) <u>C/O G1 THERAPEUTICS, 79 TW ALEXANDER DR.</u> <u>4501 RESEARCH COMMONS, SUITE 100</u> (Street) <u>RESEARCH TRIANGLE NC 27709</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2019</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	01/02/2019		M		39,485	A	\$0.3	88,904	D	
Common Stock	01/02/2019		M		40,333	A	\$0.39	129,237	D	

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
Stock Option (Right to Buy)	\$19.56	01/02/2019		A		15,000		(1)	01/02/2029	Common Stock	15,000	\$0.00	15,000	D	
Stock Option (Right to Buy)	\$0.39	01/02/2019		M		13,333		(2)	01/21/2024	Common Stock	13,333	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$0.39	01/02/2019		M		27,000		(2)	07/11/2024	Common Stock	27,000	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$0.3	01/02/2019		M		15,816		(2)	11/09/2022	Common Stock	15,816	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$0.3	01/02/2019		M		10,336		(2)	01/09/2023	Common Stock	10,336	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$0.3	01/02/2019		M		13,333		(2)	04/16/2023	Common Stock	13,333	\$0.00	0.00	D	

Explanation of Responses:

- The shares underlying this option vest as to 25% of the shares on January 02, 2020, with the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continued service through each applicable vesting date.
- All shares underlying this option have vested.

Remarks:

/s/ James Stillman Hanson,
attorney-in-fact

01/02/2019

** 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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