

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): June 21, 2021 (June 17, 2021)

G1 THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

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

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.

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 June 17, 2021, 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 Alicia Secor as an independent director to the Board to serve, effective immediately, as a Class II Director with a term expiring at the Company’s 2022 annual meeting of stockholders.

Ms. Secor has more than thirty years of experience in the life sciences industry. She has experience in leading businesses and advancing products from clinical development through regulatory approval, commercialization, and global expansion across several therapeutic areas. She currently serves as President and Chief Executive Officer of Atalanta Therapeutics, Inc., a privately-held biotechnology company, and is a member of its board of directors. Previously, she served as President and Chief Executive Officer of Juniper Pharmaceuticals, Inc., a publicly traded pharmaceutical company, from August 2016 until August 2018, when the company was acquired by Catalent, Inc. Prior to her role at Juniper, from 2013 to 2016, Ms. Secor held various leadership positions in the life sciences industry. From 1998 to 2013, Ms. Secor held various roles of increasing responsibility at Genzyme (now a part of Sanofi) over her 15-year tenure, most recently as Vice President and General Manager of Metabolic Diseases. Ms. Secor is a member of the board of directors of Orchard Therapeutics plc, an English global gene therapy company, publicly-traded in the United States on the Nasdaq market, and is a board member of the Foundation for Prader-Willi Research, a non-profit organization. Previously Ms. Secor served on the board of GW Pharmaceuticals plc, a public company, prior to its acquisition by Jazz Pharmaceuticals plc. Ms. Secor holds an MBA from Northeastern University and earned her B.S. in Health Administration at the University of New Hampshire.

In connection with Ms. Secor’s election to the Board, and pursuant to the Company’s Second Amended and Restated Non-Employee Director Compensation Policy (the “Director Compensation Policy” as described below), the Board granted to Ms. Secor a non-statutory stock option to purchase up to 52,320 shares of the Company’s common stock. The stock option will have an exercise price per share of \$21.97, the closing price of the Company’s common stock on The Nasdaq Global Select Market on the date of grant. The stock option will vest in equal monthly installments through the third anniversary of the date of grant, subject to Ms. Secor’s continued service as a director.

In addition, Ms. Secor is entitled to receive an annual cash retainer of \$45,000 for her service as a non-employee director of the Company pursuant to the Director Compensation Policy, prorated for the portion of the year that Ms. Secor serves as a director. Ms. Secor will serve as a member of the Compensation Committee of the Board.

Also in connection with Ms. Secor’s election to the Board, Ms. Secor 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 Ms. Secor for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by her in any action or proceeding arising out of her service as one of the Company’s directors.

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

Second Amended and Restated Non-Employee Director Compensation Policy

On June 17, 2021, upon the recommendation of the Compensation Committee, the Board of Directors amended and restated the Director Compensation Policy with respect to the compensation payable to our non-employee directors. Under this policy, each non-employee director is eligible to receive compensation for his or her service consisting of a \$45,000 annual cash retainer and equity awards. In addition to the annual cash retainer, under the revised program, non-employee directors receive additional payments for serving as the Board Chairperson, Committee Chair, or a committee member of the Board of Directors in the following amounts:

Position	Retainer
Board Chairperson	\$80,000
Audit Committee Chair	30,000
Compensation Committee Chair	22,500
Nominating and Governance Committee Chair	15,000
Audit Committee Member	10,000
Compensation Committee Member	7,500
Nominating and Governance Committee Member	5,000

Equity grants for non-employee directors consist of (i) an initial non-qualified stock option to purchase shares of our common stock at a fixed dollar value equal to \$750,000 issued upon first appointment to our Board of Directors, which vests monthly over a period of three years, subject to the non-employee director's continued service on the Board of Directors; (ii) an annual equity grant at a fixed dollar value equal to \$375,000, of which 75% of the value shall be issued as a non-qualified stock option and 25% of the value shall be issued as restricted stock units, with the stock options valued based on a 30-day average price as of the date of grant and a Black-Scholes factor and vesting on the first anniversary of the grant date and the restricted stock units valued based on a 30-day average price as of the date of grant and vesting on the first anniversary of the date of grant, subject to the non-employee director's continued service on the Board of Directors; and (iii) an initial equity award consisting of options to purchase 100,000 shares of our common stock upon first appointment to serve as Chairperson of our Board of Directors, which vest monthly over a period of three years, subject to the Chairperson's continued service on the Board of Directors. All equity grants issued under the Director Compensation Policy will vest 100% upon a change-in-control of the Company. The 2021 annual equity awards to directors are awarded on the day of the annual stockholders meeting, which was June 17, 2021.

Directors may be reimbursed for travel, food, lodging and other expenses directly related to their service as directors. Directors are also entitled to the protection provided by their indemnification agreements and the indemnification provisions in our certificate of incorporation and Bylaws.

The foregoing description of the terms of the Director Compensation Policy does not purport to be a complete description and is qualified in its entirety by reference to the policy, which is attached hereto as Exhibit 10.1 and is incorporated by reference in its entirety into this Item 5.02.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 17, 2021, the Company held its 2021 annual meeting of stockholders. At the meeting, the stockholders: (1) re-elected each of John E. Bailey, Jr., Willie A. Deese, and Cynthia L. Schwalm to the Company's Board of Directors, each as a Class I director for a term of three years to serve until the 2024 annual meeting of stockholders or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal (the "Election of Directors"); (2) approved, on a non-binding basis, compensation awarded or paid to the Company's named executive officers for the fiscal year of 2020 (the "Advisory Vote on the Compensation of Our Named Executive Officers"); and (3) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 (the "Ratification of Selection of Independent Registered Public Accounting Firm"). A more complete description of these matters is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2021.

The number of votes cast in favor or against or withheld by the stockholders and, where applicable, the number of abstentions and the number of broker nonvotes on each of the foregoing matters are set forth below.

1. Election of Directors

<u>Nominee</u>	<u>Shares Voted For</u>	<u>Shares Voted to Withhold Authority</u>	<u>Broker Nonvotes</u>
John E. Bailey, Jr.	18,147,910	2,144,692	7,356,782
Willie A. Deese	15,403,405	4,889,197	7,356,782
Cynthia L. Schwalm	16,105,092	4,187,510	7,356,782

2. Advisory Vote on the Compensation of Our Named Executive Officers

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining</u>	<u>Broker Nonvotes</u>
19,692,679	545,659	54,264	7,356,782

3. Ratification of Selection of Independent Registered Public Accounting Firm

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining</u>
27,486,778	145,933	16,673

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second Amended and Restated Non-Employee Director Compensation Policy
99.1	Press Release dated June 18, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 21, 2021

G1 THERAPEUTICS, INC.

SECOND AMENDED AND RESTATED
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

The Board of Directors of G1 Therapeutics, Inc. (the "Company") has approved the following Second Amended and Restated Non-Employee Director Compensation Policy (the "Policy") which establishes compensation to be paid to non-employee directors of the Company, effective as of June 17, 2021 (the "Effective Date"), to provide an inducement to obtain and retain the services of qualified persons to serve as members of the Company's Board of Directors.

Applicable Persons

This Policy shall apply to each director of the Company who is not an employee of the Company or any Affiliate (each, a "Non-Employee Director"). "Affiliate" shall mean an entity which is a direct or indirect parent or subsidiary of the Company, as determined pursuant to Section 424 of the Internal Revenue Code of 1986, as amended.

Equity Grants

All equity grant amounts, including stock options and restricted stock units, set forth herein shall be subject to automatic adjustment in the event of any stock split or other recapitalization affecting the Company's common stock.

Annual Equity Grants

The annual equity grant (the "Annual Equity Grant") to each Non-Employee Director shall be denominated at a fixed dollar value rather than a fixed number of shares. Each Non-Employee Director shall be granted, without any further action by the Board of Directors, (i) a non-qualified stock option (a "Company Option") to purchase shares of the Company's common stock at a fixed dollar value equal to seventy-five percent (75%) of the Annual Target Value (defined below), and (ii) a number of restricted stock units (each relating to one (1) share of the Company's common stock) (the "Company RSUs") at a fixed dollar value equal to twenty-five percent (25%) of the Annual Target Value, under the Company's 2017 Employee, Director and Consultant Equity Incentive Plan (the "Stock Plan") on the date of the first meeting of the Board of Directors held following the Company's annual meeting of stockholders. The aggregate fixed dollar value of the annual equity grant (the "Annual Target Value") shall be \$375,000. Company Options shall be valued based on a 30-day average price as of the date of grant and a Black-Scholes factor. Company RSUs shall be valued based on a 30-day average price as of the date of grant. Quantities of Company Options and Company RSUs shall be rounded up to the nearest whole unit.

Initial Stock Option Grant for Newly Appointed or Elected Directors

Each new Non-Employee Director shall be granted a non-qualified stock option to purchase the Company's common stock under the Stock Plan with a fixed dollar value equal to \$750,000 at the first regularly scheduled meeting of the Board of Directors on or after the date of his or her initial appointment or election to the Board of Directors. Company Options shall be valued based on a 30-day average price as of the date of grant and a Black-Scholes factor. Company RSUs shall be valued based on a 30-day average price as of the date of grant. Quantities of Company Options and Company RSUs shall be rounded up to the nearest whole unit.

Initial Stock Option Grant for Newly Appointed or Elected Chairperson

Each new Non-Employee Director who shall serve as Chairperson of the Board of Directors shall be granted a non-qualified stock option to purchase 100,000 shares of the Company's common stock under the Stock Plan at the first regularly scheduled meeting of the Board of Directors on or after the date of his or her initial appointment as Chairperson of the Board of Directors. This grant is in addition to the Annual Equity Grant.

Terms for All Option Grants

Unless otherwise specified by the Board of Directors or the Compensation Committee at the time of grant, all Company Options granted under this Policy shall (i) have an exercise price equal to the fair market value of the Company's common stock as determined in the Stock Plan on the grant date; (ii) terminate ten years after the grant date; (iii) vest 100% upon the consummation of a Change in Control (as defined below); and (iv) contain such other terms and conditions as set forth in the form of option agreement approved by the Board of Directors or the Compensation Committee prior to the grant date. Subject to the continued service of each Non-Employee Director and unless otherwise specified by the Board of Directors or the Compensation Committee at the time of grant, each annual stock option grant shall vest on the first anniversary of the date of grant and each initial stock option grant shall vest in equal monthly installments following the date of grant until the third anniversary of the grant date. A "Change in Control" means (a) the Company's merger or consolidation with or into another entity such that the stockholders of the Company prior to such transaction do not or are not expected to own a majority of the voting stock of the surviving entity, (b) the sale or other disposition of all or substantially all of the assets of the Company, or (c) the sale or other disposition of greater than fifty percent (50%) of the then-outstanding voting stock of the Company by the holders thereof to one or more persons or entities who are not then stockholders of the Company.

Terms for All RSU Grants

Unless otherwise specified by the Board of Directors or the Compensation Committee at the time of grant, all Company RSUs granted under this Policy shall (i) terminate ten years after the grant date; (ii) vest 100% upon the consummation of a Change in Control; and (iii) contain such other terms and conditions as set forth in the form of RSU agreement approved by the Board of Directors or the Compensation Committee prior to the grant date. Subject to the continued service of each Non-Employee Director and unless otherwise specified by the Board of Directors or the Compensation Committee at the time of grant, each annual RSU grant shall vest on the first anniversary of the date of grant.

Annual Fees

Each Non-Employee Director serving on the Board of Directors and the Audit Committee, Compensation Committee and/or Nominating and Governance Committee, as applicable, shall be entitled to the following annual amounts (the "Annual Fees"):

<u>Board of Directors or Committee of Board of Directors</u>	<u>Annual Retainer Amount for Member</u>	<u>Annual Retainer Amount for Chair (total)</u>
Board of Directors	\$ 45,000	\$ 80,000
Audit Committee	\$ 10,000	\$ 30,000
Compensation Committee	\$ 7,500	\$ 22,500
Nominating and Governance Committee	\$ 5,000	\$ 15,000

Except as otherwise set forth in this Policy, all Annual Fees shall be paid for the period from January 1 through December 31 of each year. Such Annual Fees shall be paid in cash.

Payments

Payments payable to Non-Employee Directors shall be paid quarterly in arrears promptly following the end of each fiscal quarter, provided that (i) the amount of such payment shall be prorated for any portion of such quarter that such director was not serving on the Board of Directors or a committee and (ii) no fee shall be payable in respect of any period prior to the date such director was elected to the Board of Directors or a committee.

Expenses

Upon presentation of documentation of such expenses reasonably satisfactory to the Company, each Non-Employee Director shall be reimbursed for his or her reasonable out-of-pocket business expenses incurred in connection with attending meetings of the Board of Directors and committees thereof or in connection with other business related to the Board of Directors.

Amendments

The Compensation Committee shall periodically review this Policy to assess whether any amendments in the type and amount of compensation provided herein should be made and shall make recommendations to the Board of Directors for its approval of any amendments to this Policy.

G1 Therapeutics Announces Addition of Alicia Secor to Board of Directors

RESEARCH TRIANGLE PARK, N.C., June 18, 2021 – G1 Therapeutics, Inc. (Nasdaq: GTHX), a commercial-stage oncology company, today announced the appointment of Alicia Secor to its Board of Directors. With more than 30 years of experience in the life sciences industry, she has a proven track record of leading life sciences businesses, guiding products from clinical development through approval and global commercialization, and enabling companies to optimize the potential of innovative brands. Ms. Secor currently serves as President and Chief Executive Officer of Atalanta Therapeutics, Inc., a privately held biotechnology company pioneering new treatment options for neurodegenerative diseases and is a member of its Board of Directors.

“G1 is committed to appointing new board members with strong strategic vision and broad experience in leading life science companies as they enhance the value of their brands, and Alicia clearly embodies all of these traits,” said Jack Bailey, Chief Executive Officer of G1 Therapeutics. “As a highly seasoned executive with valuable industry experience, we look forward to Alicia’s expert advice as we seek to maximize the current and future value of COSELA™ (trilaciclib) and ensure its broad availability to patients with cancer. We are pleased to welcome Alicia to our Board of Directors at this important stage of G1’s evolution.”

“G1 has proven its ability to successfully advance innovative products through clinical development and has established a strong commercial capability with a focus on bringing important products to market for patients with unmet medical needs,” said Ms. Secor. “Few companies in the space can claim such early success. It’s an honor to join this board to help G1 bring value to its shareholders and develop and commercialize innovative medicines on behalf of patients with cancer.”

Prior to her role at Atalanta Therapeutics, Ms. Secor served as President and Chief Executive Officer of Juniper Pharmaceuticals, Inc., a publicly traded pharmaceutical company, from August 2016 until August 2018, when the company was acquired by Catalent, Inc. Prior to that role, Ms. Secor held various leadership positions in the life sciences industry. From 1998 to 2013, Ms. Secor held various roles of increasing responsibility at Genzyme (now a part of Sanofi), culminating in her tenure as Vice President and General Manager of Metabolic Diseases. Ms. Secor is a member of the board of directors of Orchard Therapeutics plc, an English global gene therapy company that is publicly traded in the United States on the Nasdaq market, and is a board member of the Foundation for Prader-Willi Research, a non-profit organization. Ms. Secor also served on the board of GW Pharmaceuticals plc, a public company, prior to its acquisition by Jazz Pharmaceuticals plc. Ms. Secor holds an MBA from Northeastern University and earned her B.S. in Health Administration at the University of New Hampshire.

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 and follow us on Twitter @G1Therapeutics.

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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 future value of COSELA (trilaciclib) and the company’s ability to ensure broad availability. 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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