SEC Form 4	
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## FORM 4

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

OMB APPROVAL

10% Owner Other (specify below)

3235-0287

0.5

	Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN	IT OF CHANGES IN BENEFICIAL OWNE	ERSHI	P	OMB Number: Estimated avera	0
Instruction 1(b)	obligations may continue. See Instruction 1(b).	Filed	hours per respo	nse:			
	Name and Address of Reporting Person*		2. Issuer Name <b>and</b> Ticker or Trading Symbol G1 Therapeutics, Inc. [GTHX]		ionship of R all applicable	eporting Person e)	ı(s) to Issue
	<u>UDNICK SETH</u>	X	Director		10% Owne		
(La	ast) (First) (N	Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (giv below)	e title	Other (spe below)

1	APEUTICS, INC. ANDER DRIVE		07/11/2017		
(Street) RESEARCH TRIANGLE PARK	NC	27709	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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

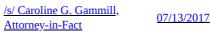
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5) ) 8) Code V Amount (A) or Price		Beneficially Owned Following	(D) or Indirect	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
					Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)

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. Transa Code ( 8)		of Derivati Securiti Acquire (A) or Dispose of (D) (II	Derivative (Month/Day/Year) Securities Acquired		ate of Securities		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Stock Option (right to buy)	\$15.55	07/11/2017		A		20,000		(1)	07/11/2027	Common Stock	20,000	\$0.00	20,000	D	

Explanation of Responses:

1. The stock option will vest in thirty-six monthly installments at the end of each successive month following July 11, 2017, subject to the Reporting Person's continued service as a director. Remarks:



\*\* 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.