
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 001-38096

G1 THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

79 T.W. Alexander Drive
4501 Research Commons, Suite 100
Research Triangle Park, NC
(Address of principal executive offices)

26-3648180
(I.R.S. Employer
Identification No.)

27709
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a small reporting company)	Small reporting company	<input type="checkbox"/>
		Emerging growth Company	<input checked="" type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 30, 2018, the registrant had 32,704,478 shares of common stock, \$0.0001 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

**G1 Therapeutics, Inc.
Condensed Balance Sheets
(in thousands, except share and per share amounts)**

	<u>March 31, 2018</u> (unaudited)	<u>December 31, 2017</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 194,387	\$ 103,812
Prepaid expenses and other current assets	796	849
Total current assets	<u>195,183</u>	<u>104,661</u>
Property and equipment, net	558	510
Total assets	<u>\$ 195,741</u>	<u>\$ 105,171</u>
Liabilities, Redeemable Convertible Preferred Stock and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 3,872	\$ 4,184
Accrued expenses	8,635	7,520
Total current liabilities	<u>12,507</u>	<u>11,704</u>
Other non-current liabilities	79	79
Total liabilities	<u>12,586</u>	<u>11,783</u>
Stockholders' equity		
Common stock, \$0.0001 par value, 120,000,000 shares and 73,000,000 shares authorized as of March 31, 2018 and December 31, 2017, respectively; 32,711,551 and 28,420,511 shares issued as of March 31, 2018 and December 31, 2017, respectively; 32,684,885 and 28,393,845 shares outstanding as of March 31, 2018 and December 31, 2017, respectively	3	3
Treasury stock, 26,666 shares	(8)	(8)
Additional paid-in capital	332,688	222,511
Accumulated deficit	<u>(149,528)</u>	<u>(129,118)</u>
Total stockholders' equity	<u>183,155</u>	<u>93,388</u>
Total liabilities and equity	<u>\$ 195,741</u>	<u>\$ 105,171</u>

The accompanying notes are an integral part of these condensed financial statements.

G1 Therapeutics, Inc.
Condensed Statements of Operations (unaudited)
(in thousands, except share and per share amounts)

	Three Months Ended March 31,	
	2018	2017
Revenue	\$ —	\$ —
Operating expenses		
Research and development	17,347	11,084
General and administrative	3,378	1,294
Total operating expenses	20,725	12,378
Operating loss	(20,725)	(12,378)
Other income (expense)		
Other income	315	74
Change in fair value in warrant liability and other liabilities	—	(41)
Total other income, net	315	33
Net loss	\$ (20,410)	\$ (12,345)
Accretion of redeemable convertible preferred stock	—	(4,468)
Net loss attributable to common stockholders	\$ (20,410)	\$ (16,813)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.70)	\$ (11.24)
Weighted average common shares outstanding, basic and diluted	29,360,470	1,496,336

The accompanying notes are an integral part of these condensed financial statements.

G1 Therapeutics, Inc.
Condensed Statements of Cash Flows (unaudited)
(amounts in thousands)

	Three Months Ended March 31,	
	2018	2017
Cash flows from operating activities		
Net loss	\$ (20,410)	\$ (12,345)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	32	12
Stock-based compensation	1,594	548
Increase in fair value of warrant activity	—	41
Change in operating assets and liabilities		
Prepaid expenses and other assets	53	(660)
Accounts payable and accrued expenses	622	3,124
Net cash used in operating activities	<u>(18,109)</u>	<u>(9,280)</u>
Cash flows from investing activities		
Purchases of property and equipment	(71)	(13)
Net cash used in investing activities	<u>(71)</u>	<u>(13)</u>
Cash flows from financing activities		
Proceeds from stock options and warrants exercised	647	1
Proceeds from public offering, net of underwriting fees and commissions	108,424	—
Payment of public offering costs	(316)	(286)
Net cash provided by financing activities	<u>108,755</u>	<u>(285)</u>
Net change in cash and cash equivalents	90,575	(9,578)
Cash and cash equivalents		
Beginning of period	103,812	47,305
End of period	<u>\$ 194,387</u>	<u>\$ 37,727</u>
Non-cash investing and financing activities		
Accretion of redeemable convertible preferred stock	—	4,468
Purchases of equipment in accounts payable and accrued expenses	9	
Costs for public offering in accounts payable and accrued expenses	172	478

The accompanying notes are an integral part of these condensed financial statements.

G1 Therapeutics, Inc.
Notes to financial statements
(unaudited)

1. Business Description

G1 Therapeutics, Inc. (“G1” or the “Company”) is a clinical-stage biopharmaceutical company based in Research Triangle Park, North Carolina dedicated to the discovery, development and commercialization of novel small molecule therapeutics for the treatment of patients with cancer. The Company was incorporated on May 19, 2008 in the state of Delaware.

The Company’s product portfolio is built on a drug discovery platform that targets key cellular pathways with proprietary medicinal chemistry. The Company’s therapies are designed to enable more effective combination treatment strategies and improve outcomes for patients across multiple oncology indications. The Company’s pipeline currently includes three product candidates: trilaciclib, G1T38 and G1T48.

G1 has a deep expertise in cyclin-dependent kinases (CDKs), a family of proteins that plays an important role in the growth and proliferation of all human cells. The Company’s research and development efforts in this area have targeted potent and selective inhibitors of the kinases CDK4 and CDK6, collectively known as CDK4/6, a validated and promising class of targets for anti-cancer therapeutics. G1 is currently advancing two CDK4/6 inhibitor product candidates in clinical development, trilaciclib and G1T38, each of which has broad therapeutic potential in many forms of cancer and may serve as the backbone of multiple combination regimens. These compounds were discovered and synthesized by G1; the Company has retained global development and commercial rights, and has created extensive patent portfolios, for both.

Trilaciclib, the Company’s most advanced clinical-stage candidate, is a potential first-in-class intravenous CDK4/6 inhibitor designed to preserve hematopoietic stem and progenitor cells (HSPCs) and immune system function during chemotherapy (myelopreservation). Trilaciclib has demonstrated promising safety and efficacy in preclinical studies and clinical trials to date and is currently being evaluated in four randomized trials: two Phase 1b/2a trials in patients with small cell lung cancer, or SCLC, a Phase 2 trial in combination with the checkpoint inhibitor Tecentriq in SCLC, and a Phase 2 in patients with triple-negative breast cancer, or TNBC.

G1T38, the Company’s second clinical-stage candidate, is a potential best-in-class oral CDK4/6 inhibitor, designed to be used in combination with other targeted therapies to treat multiple cancers. Preliminary Phase 1b data from a combination trial with Faslodex® in ER+, HER2- breast cancer will be presented in June 2018 at the American Society of Clinical Oncology (ASCO) Annual Meeting. In April 2018, the Company announced the initiation of a Phase 1b/2 trial combination trial with the epidermal growth factor receptor (EGFR) inhibitor Tagrisso® in non-small cell lung cancer, or NSCLC.

In addition to these CDK 4/6 inhibitors, the Company also has global development and commercialization rights for G1T48, a potential first/best-in-class oral selective estrogen receptor degrader, or SERD, which is targeted for the treatment of ER+ breast cancers. G1 expects to initiate a Phase 1 clinical trial for G1T48 monotherapy for the treatment of ER+, HER2- breast cancer in the second quarter of 2018. Contingent on the findings of this trial, the Company plans to initiate a G1T48 / G1T38 combination trial in breast cancer in 2019. G1 believes that it is the only emerging biopharmaceutical company with a wholly owned, proprietary all-oral SERD and CDK4/6 inhibitor combination regimen.

On March 12, 2018, the Company closed an underwritten public offering of 3,910,000 shares of its common stock at a public offering price of \$29.50 per share, including 510,000 shares of common stock issued upon exercise by the underwriters of their option to purchase additional shares. The gross proceeds from the offering were \$115.3 million and net proceeds were \$107.9 million, after deducting underwriting discounts and commissions and other offering expenses payable by the Company.

As of March 31, 2018, the Company had cash and cash equivalents of \$194.4 million. The Company expects that its existing cash and cash equivalents will enable it to fund its operating expenses and capital expenditure requirements for at least 12 months. The failure of the Company to obtain sufficient funds on acceptable terms when needed could have a material adverse effect on the Company’s results of operations and financial condition.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). In the opinion of management, the Company has made all

necessary adjustments, which include normal recurring adjustments necessary for a fair statement of the Company's financial position and results of operations for the interim periods presented.

The information presented in the condensed financial statements and related notes as of March 31, 2018, and for the three months ended March 31, 2018 and 2017, is unaudited. The results for the three months ended March 31, 2018 are not necessarily indicative of the results expected for the full fiscal year or any future period. These interim financial statements should be read in conjunction with the financial statements and notes set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on February 21, 2018. The December 31, 2017 condensed balance sheet included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by U.S. GAAP for complete financial statements.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. On an ongoing basis, the Company's management evaluates its estimates which include, but are not limited to, estimates related to accrued expenses, accrued external clinical costs, stock-based compensation expense and deferred tax asset valuation allowance. The Company bases its estimates on historical experience and other market specific or other relevant assumptions it believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Income taxes

The Company did not record a federal or state income tax benefit for the three months ended March 31, 2018 due to its conclusion that a full valuation allowance is required against the Company's deferred tax assets.

Income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of assets and liabilities and their respective tax bases, operating loss carryforwards, and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, *Accounting for Income Taxes*, the Company reflects in the financial statements the benefit of positions taken in a previously filed tax return or expected to be taken in a future tax return only when it is considered 'more-likely-than-not' that the position taken will be sustained by a taxing authority. As of March 31, 2018 and December 31, 2017, the Company had no unrecognized income tax benefits and correspondingly there is no impact on the Company's effective income tax rate associated with these items. The Company's policy for recording interest and penalties relating to uncertain income tax positions is to record them as a component of income tax expense in the accompanying statements of operations. As of March 31, 2018 and December 31, 2017, the Company had no such accruals.

Stock-Based Compensation

The primary type of stock-based payments utilized by the Company are stock options. The Company accounts for stock-based employee compensation arrangements by measuring the cost of employee services received in exchange for all equity awards granted based on the fair value of the award on the grant date. The fair value of each employee stock option is estimated on the date of grant using an options pricing model. The Company currently uses the Black-Scholes valuation model to estimate the fair value of its share-based payments. The model requires management to make a number of assumptions including expected volatility, expected life, risk-free interest rate and expected dividends.

The Company accounts for stock-based non-employee compensation arrangements by recording the expense of such services based on the fair value of the equity instrument as estimated using the Black-Scholes pricing model. The fair value of the equity instrument is charged to operating expense over the term of the service agreement.

Recent Accounting Pronouncements

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. The FASB issued ASU 2016-09 to improve U.S. GAAP by providing guidance on the cash flow statement classification of eight specific areas where there is existing diversity in practice. The FASB expects that the guidance in this ASU will reduce the current and potential future diversity in practice in such areas. This ASU is effective for annual and interim periods beginning after December 15, 2017, with early adoption permitted. The Company adopted this ASU on January 1, 2018. The adoption of this standard did not have a material impact on the Company's financial statements.

In May 2014, the FASB and the International Accounting Standards Board jointly issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes the revenue recognition requirements in ASC 605 and most industry-specific guidance. The new standard requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. The update also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgements and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for public entities for annual and interim periods within those annual periods beginning after December 15, 2017. The Company adopted this ASU on January 1, 2018. The future impact of ASU 2014-09 will be dependent on the nature of the Company's future revenue contracts and arrangements, if any.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. This guidance revises the accounting related to leases by requiring lessees to recognize a lease liability and a right-of-use asset for all leases. The new lease guidance also simplifies the accounting for sale and leaseback transactions. This ASU is effective for annual reporting periods beginning after December 15, 2018 and early adoption is permitted. The Company is currently evaluating the impact of the adoption of this ASU on the Company's financial statements.

3. Fair Value Measurements

The Company provides disclosure of financial assets and financial liabilities that are carried at fair value based on the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements may be classified based on the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities using the following three levels:

- Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Unobservable inputs that reflect the Company's estimates of the assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available, including its own data.

The carrying amounts of cash, cash equivalents, accounts payable and accrued liabilities approximate fair value because of their short-term nature.

At March 31, 2018 and December 31, 2017 these financial instruments and respective fair values have been classified as follows (in thousands):

	Quoted prices in active markets for identical assets (Level 1) (unaudited)	Significant other observable inputs (Level 2) (unaudited)	Significant other unobservable inputs (Level 3) (unaudited)	Balance at March 31, 2018 (unaudited)
Assets				
Money market funds	\$ 178,217	\$ —	\$ —	\$ 178,217
Certificates of Deposit	15,262	—	—	15,262
Total assets at fair value:	<u>\$ 193,479</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 193,479</u>

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)	Balance at December 31, 2017
Assets				
Money market funds	\$ 87,694	\$ —	\$ —	\$ 87,694
Certificates of Deposit	15,203	—	—	15,203
Total assets at fair value:	<u>\$ 102,897</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 102,897</u>

During the three months ended March 31, 2018 and the year ended December 31, 2017, there were no changes in valuation methodology.

4. Property and equipment

Property and equipment consists of the following (in thousands):

	March 31, 2018 (unaudited)	December 31, 2017
Computer equipment	\$ 133	\$ 112
Laboratory equipment	329	283
Furniture and fixtures	186	174
Leasehold improvements	121	121
Construction in progress	2	1
Accumulated depreciation	(213)	(181)
Property and equipment, net	<u>\$ 558</u>	<u>\$ 510</u>

Depreciation expense relating to property and equipment was \$32 and \$12 for the three months ended March 31, 2018 and March 31, 2017, respectively.

5. Patent license agreement

On November 23, 2016, the Company entered into a license agreement with the Board of Trustees of the University of Illinois (the University), which was amended on March 24, 2017. Pursuant to the license agreement, as amended, the University licensed patent rights to the Company, with rights of sublicense, to make, have made, use, import, sell and offer for sale products covered by certain patent rights owned by the University. The rights licensed to the Company are exclusive, worldwide, non-transferable rights, for all fields of use. Under the terms of the agreement the Company paid a one-time only, non-refundable license issue fee in the amount of \$0.5 million which was charged to research and development expense in the fourth quarter of 2016.

The Company is also obligated to pay annual maintenance fees to the University. All annual minimum payments are fully creditable against any royalty payments made by the Company. Under the terms of the agreement, the Company must pay the University a royalty percentage on all net sales of products and a share of sublicensing revenues. The University is eligible to receive milestone payments of up to \$2.625 million related to the initiation and execution of clinical trials and first commercial sale of a product in multiple countries. The Company is also responsible for all future patent prosecution costs.

The term of the license agreement will continue until the later of (i) the expiration of the last valid claim within the patent rights covering the product in such country, (ii) the expiration of market exclusivity in such country and (iii) the 10th anniversary of the first commercial sale in such country. The University may terminate the agreement in the event (i) the Company fails to pay any amount or make any report when required to be made and fails to cure such failure within thirty (30) days after receipt of notice from the University, (ii) is in breach of any provision of the agreement and fails to remedy such breach within forty-five (45) days after receipt of notice, (iii) makes a report to the University under the agreement that is determine to be materially false, (iv) declares insolvency or bankruptcy or (v) takes an action that causes patent rights or technical information to be subject to lien or encumbrance and fails to remedy any such breach with in forty-five (45) days of receipt of notice from the University. The Company may terminate the agreement at any time on written notice to the University at least ninety (90) days prior to the termination date specified in the notice. Upon expiration or termination of the agreement, all rights revert to the University.

6. Accrued expenses

Accrued expenses are comprised as follows (in thousands):

	<u>March 31, 2018</u>	<u>December 31, 2017</u>
	<u>(unaudited)</u>	
Accrued external research and professional fees	\$ 1,818	\$ 1,402
Accrued external clinical study costs	6,361	4,788
Accrued compensation expense	453	1,328
Deferred rent, current portion	3	2
Accrued expenses	<u>\$ 8,635</u>	<u>\$ 7,520</u>

7. Common Stock and Preferred Stock

Common Stock

The Company is authorized to issue 120.0 million shares of common stock. Holders of common stock are entitled to one vote per share. Holders of common stock are entitled to receive dividends, as, if and when declared by the Company's Board of Directors.

Preferred Stock

The Company is authorized to issue 5.0 million shares of undesignated preferred stock in one or more series. As of March 31, 2018, no shares of preferred stock were issued or outstanding.

Shares Reserved for Future Issuance

The Company has reserved for future issuance the following number of shares of common stock:

	<u>March 31, 2018</u>	<u>December 31, 2017</u>
	<u>(unaudited)</u>	
Common stock options outstanding	4,057,771	4,116,333
Options available for grant under Equity Incentive Plans	2,346,901	1,602,687
	<u>6,404,672</u>	<u>5,719,020</u>

8. Stock-based Compensation

2011 Equity Incentive Plan

In March 2011, the Company adopted the 2011 Equity Incentive Plan (the "2011 Plan"). The 2011 Plan provided for the direct award or sale of the Company's common stock and for the grant of stock options to employees, directors, officers, consultants and advisors of the Company. The 2011 Plan was subsequently amended in August 2012, October 2013, February 2015, December 2015, April 2016 and November 2016 to allow for the issuance of additional shares of common stock. In connection with the adoption of the 2017 Plan (as defined below), the 2011 Plan was terminated and no further awards will be made under the 2011 Plan.

2017 Equity Incentive Plan

In May 2017, the Company adopted the 2017 Equity Incentive Plan (the "2017 Plan"). The 2017 Plan provided for the direct award or sale of the Company's common stock and for the grant of up to 1,932,000 stock options to employees, directors, officers, consultants and advisors of the Company. The 2017 Plan provides for the grant of incentive stock options, non-statutory stock options or restricted stock. Effective January 1, 2018, and in accordance with the "evergreen" provision of the 2017 plan, an additional 1,066,692 shares were made available for issuance.

Under both the 2011 Plan and the 2017 Plan, options to purchase the Company's common stock may be granted at a price no less than the fair market value of a share of common stock on the date of grant. The fair value shall be the closing sales price for a share as quoted on any established securities exchange for such grant date or the last preceding date for which such quotation exists. Vesting terms of options issued are determined by the board of directors or compensation committee of the board. The Company's stock options vest based on terms in the stock option agreements. Stock options have a maximum term of ten years.

As of March 31, 2018, there were a total of 2,346,901 shares of common stock available for future issuance under the 2017 Plan.

Stock Option Expense

The Company recognizes compensation costs related to stock options granted to employees based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. The grant date fair value of the stock-based awards is generally recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective awards. Share-based awards granted to non-employee directors as compensation for serving on the Company's Board of Directors are accounted for in the same manner as employee share-based compensation awards.

During the three months ended March 31, 2018, the Company recorded employee share-based compensation expense of \$1,062 thousand. During the three months ended March 31, 2017, the Company recorded employee share-based compensation expense of \$321 thousand.

The Company recognizes compensation costs related to stock options granted to non-employees based on the estimated fair value of the awards on the date of grant in the same manner as employees; however, the fair value of the stock options granted to non-employees is re-measured each reporting period until the service is complete, and the resulting increase or decrease in value, if any, is recognized as expense or income, respectively, during the period the related services are rendered.

During the three months ended March 31, 2018, the Company recorded non-employee share-based compensation expense of \$532 thousand. During the three months ended March 31, 2017, the Company recorded non-employee share-based compensation expense of \$227 thousand.

The Company calculates the fair value of stock options using the Black-Scholes option pricing model. The Black-Scholes option-pricing model requires the use of subjective assumptions, including the expected volatility of the Company's common stock, the assumed dividend yield, the expected term of the Company's stock options and the fair value of the underlying common stock on the date of grant.

Stock options— Black-Scholes inputs

The fair value of stock options was estimated using the following weighted-average assumptions for the three months ended March 31, 2018 and March 31, 2017:

	Three Months Ended March 31,	
	2018	2017
	(unaudited)	
Expected volatility	74.9 - 77.9%	79.2 - 79.3%
Weighted-average risk free rate	2.3 - 2.6%	2.1%
Dividend yield	—%	—%
Expected term (in years)	6.07	6.06

The table below summarizes the stock-based compensation expense recognized in the Company's statement of operations by classification (in thousands):

	Three Months Ended March 31,	
	2018	2017
	(unaudited)	
Research and development	\$ 1,063	\$ 395
General and administrative	531	153
Total stock-based compensation expense	\$ 1,594	\$ 548

Stock Option Activity

Stock option activity for the three months ended March 31, 2018 is as follows:

	Options outstanding	Weighted average exercise price	Weighted average	
			Remaining contractual life (Years)	Aggregate intrinsic value (in thousands)
Balance as of December 31, 2017	4,116,333	\$ 4.41	7.8	\$ 63,577
Cancelled	(108,472)	\$ 2.84		
Granted	430,950	24.33		
Exercised	(381,040)	1.70		
Balance as of March 31, 2018	4,057,771	\$ 6.82	7.8	\$ 122,810
Exercisable at December 31, 2017	2,225,970	1.64	7.2	\$ 40,523
Vested at December 31, 2017 and expected to vest	4,116,333	4.41	7.8	\$ 63,577
Exercisable at March 31, 2018	2,055,501	1.77	7.0	\$ 72,528
Vested at March 31, 2018 and expected to vest	4,057,771	6.82	7.8	\$ 122,810

9. Net loss per common share

Net loss per common share

Basic net loss per common share is computed using the weighted average number of common shares outstanding during the period including nominal issuances of common stock warrants. Diluted net loss per common share is computed using the sum of the weighted average number of common shares outstanding during the period and, if dilutive, the weighted average number of potential shares of common stock, including the assumed exercise of stock options, stock warrants and unvested restricted common stock. For the three months ended March 31, 2018 and 2017, the following potentially dilutive securities have been excluded from the computations of diluted weighted-average shares outstanding because the effect would be anti-dilutive:

	Three Months Ended March 31,	
	2018	2017
	(unaudited)	
Stock options issued and outstanding	4,242,156	3,726,797
Stock warrants	—	25,444
	<u>4,242,156</u>	<u>3,752,241</u>

Amounts in the table above reflect the common stock equivalents of the noted instruments.

10. Related party transactions

Two co-founders and shareholders of the Company had consulting agreements with the Company relating to their continued development work through June 30, 2017. The Company renewed its consulting agreement with one of these founders through June 30, 2019. Combined consulting fees paid to both founders were approximately \$5 thousand and \$27 thousand for the three months ended March 31, 2018 and March 31, 2017, respectively.

The Company paid approximately \$2 thousand and \$6 thousand to the Chairman of the Board of Directors for scientific advisory services outside of his role on the Board of Directors during the three months ended March 31, 2018 and March 31, 2017, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes included elsewhere in this quarterly report. This discussion and other parts of this quarterly report contain forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. As a result of many factors, including those factors set forth in the "Risk Factors" section of our annual report for the fiscal year ended December 31, 2017, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview




We are a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of novel small molecule therapeutics for the treatment of patients with cancer. Our product portfolio is built on a drug discovery platform that targets key cellular pathways with proprietary medicinal chemistry. Our therapies are designed to enable more effective combination treatment strategies and improve outcomes for patients across multiple oncology indications.

Product Pipeline

Our product pipeline currently includes three product candidates with the potential to significantly improve the treatment of patients with cancer. Trilaciclib and G1T38 are based on our core understanding of cyclin-dependent kinases 4 and 6, or CDK4/6, a pair of proteins that play an important role in the growth and proliferation of certain human cells. G1T48 is a potential first-in-class oral selective estrogen receptor degrader, or SERD. Trilaciclib and G1T38 have the potential to be backbone therapy of multiple combination regimens. G1T48, as a monotherapy or in combination with G1T38, may have the potential to provide a new treatment option for women with ER+ breast cancer.

We own the global rights to all our product candidates.

G1 Therapeutics Product Pipeline

Candidate	Target	MOA	Clinical Status	Global Rights
trilaciclib	CDK4/6	Short-acting IV CDK4/6 inhibitor Preserves HSPC and immune system function during chemotherapy (myelopreservation)	Phase 2	
G1T38	CDK4/6	Oral CDK4/6 inhibitor Stops tumor proliferation and growth	Phase 1/2	
G1T48	Estrogen Receptor	Oral Selective Estrogen Receptor Degradar (SERD) Inhibits estrogen receptor driven tumor proliferation	Open IND	

Our CDK4/6 Inhibitor Product Candidates

CDK4 and CDK6, collectively known as CDK4/6, are key cell signaling proteins that regulate cell growth and proliferation. The CDK4/6 pathway is critical for cell cycle regulation of both healthy normal cells and certain tumor cells, representing a validated and promising class of targets for anti-cancer therapeutics. An example of normal cells whose growth and proliferation are regulated by CDK4/6 are hematopoietic stem and progenitor cells, or HSPCs. HSPCs reside in the bone marrow and are the "reservoir" from which all blood and immune system cells are formed. Additionally, CDK4/6 plays an integral role in the growth and proliferation of certain types of tumors.

We have leveraged our deep knowledge in CDK4/6 biology to discover and develop two highly potent and selective CDK4/6 inhibitors that may have broad applicability across multiple cancer indications. We believe we are the only company with two distinct clinical-stage CDK4/6 inhibitors, trilaciclib and G1T38, each of which has the potential to be backbone therapy of multiple combination regimens. Our two CDK4/6 inhibitors were rationally designed to treat distinct patient populations with different combination regimens.

Trilaciclib, a short-acting IV therapy, is in development for use in combination with chemotherapy and chemotherapy / checkpoint inhibitor regimens. G1T38 is an oral therapy in development for use in combination with other targeted therapies in multiple tumor types.

Trilaciclib: our novel approach to preserve HSPCs and immune system function during chemotherapy (myelopreservation)

Trilaciclib is a potential first-in-class, short-acting CDK4/6 inhibitor which we are developing to be administered intravenously prior to chemotherapy. In preclinical studies, administration of trilaciclib prior to chemotherapy has been shown to induce transient cell-cycle arrest of HSPCs, protect HSPCs from chemotherapy-induced damage, preserve HSPC and immune system function, protect against bone marrow exhaustion, improve complete blood counts (CBC) recovery, prevent myeloid skewing and consequent lymphopenia, and enhance T-cell effector function in the tumor microenvironment.

Trilaciclib is currently being evaluated in four randomized trials: two Phase 1b/2a trials (first-line and second- / third-line) in patients with small cell lung cancer, or SCLC, a Phase 2 trial in combination with Tecentriq® (atezolizumab) in first-line SCLC, and a Phase 2 trial in patients with triple-negative breast cancer, or TNBC.

In March 2018, the Company announced positive topline data from the Phase 2a portion of the first-line SCLC trial. Data from this trial demonstrated that trilaciclib reduced clinically relevant consequences of chemotherapy-induced myelosuppression versus placebo. Statistically significant results highlighted the benefit of trilaciclib in several prospectively-defined parameters, including: Grade 4 neutropenia, G-CSF usage, and chemotherapy dose reductions and delays. In addition, clinically meaningful data favored trilaciclib versus placebo, including: febrile neutropenia, Grade 3/4 anemia, and red blood cell transfusions. Trilaciclib was well tolerated, with no Grade 3/4 trilaciclib-related treatment emergent adverse events (TEAEs) reported. In addition to demonstrating myelopreservation benefits across multiple hematopoietic lineages, trilaciclib showed favorable trends versus placebo for duration of response (DOR) and progression free survival (PFS). The survival data are still immature. Based on these data, the Company will be meeting with U.S. and European regulatory authorities this year to discuss the development program for trilaciclib.

Preliminary data from the second- / third-line SCLC and TNBC trials are expected in the fourth quarter of 2018.

As part of our non-exclusive collaboration with Genentech, in 2017 we initiated a randomized, placebo-controlled, double-blind Phase 2 trial of trilaciclib in combination with the checkpoint inhibitor Tecentriq plus carboplatin/etoposide in first-line SCLC patients. We completed enrollment in February 2018, two quarters ahead of our original projections. There are currently approximately 300 trials of which we are aware evaluating checkpoint inhibitors in combination with chemotherapy. We believe that administering trilaciclib with chemotherapy / checkpoint inhibitor combinations may increase efficacy.

G1T38: Our potential best-in-class oral CDK4/6 inhibitor for multiple indications

G1T38 is a potential best-in-class oral CDK4/6 inhibitor, being developed for use in combination with other targeted therapies to treat multiple cancers. We rationally designed G1T38 to improve upon and address the shortcomings of the approved CDK4/6 inhibitors Ibrance®, Kisqali® and Verzenio®. We believe that G1T38 has the potential to be the backbone therapy of multiple combination targeted therapy regimens. A Phase 1 trial of G1T38 in 75 healthy volunteers showed a favorable safety profile, and preliminary data from the Phase 1b portion of a combination trial with Faslodex® in ER+, HER2- breast cancer will be presented in June 2018 at the American Society of Clinical Oncology (ASCO) Annual Meeting. In April 2018, the Company announced the initiation of a Phase 1b/2 trial combination trial with the epidermal growth factor receptor (EGFR) inhibitor, Tagrisso® in non-small cell lung cancer, or NSCLC.

G1T48: Our oral SERD

G1T48 is a potential first/best-in-class oral SERD, which we plan to develop as a single agent and in combination with G1T38 for the treatment of ER+ breast cancer. We believe we are in a unique position as the only emerging biopharmaceutical company with a wholly owned, proprietary all-oral SERD and CDK4/6 inhibitor combination regimen, a validated approach in ER+, HER2- breast cancer. We expect to initiate a Phase 1 clinical trial for G1T48 monotherapy for the treatment of ER+, HER2- breast cancer in the second quarter of 2018. Contingent on the findings of this trial, the Company plans to initiate a G1T48 / G1T38 combination trial in breast cancer in 2019.

Financial Overview

Since our inception in 2008, we have devoted substantially all of our resources to synthesizing, acquiring, testing and developing our product candidates, including conducting preclinical studies and clinical trials and providing general and administrative support for these operations as well as securing intellectual property protection for our product candidates. We do not have any products approved for sale and have not generated any revenues from product sales. We recorded \$0 million of revenue for the three months ended March 31, 2018 and the year ended December 31, 2017. To date, we have financed our operations primarily through the sale of equity securities.

On March 12, 2018, we closed an underwritten public offering of 3,910,000 shares of common stock at a public offering price of \$29.50 per share, including 510,000 shares of common stock issued upon exercise by the underwriters of their option to purchase additional shares. The gross proceeds from the offering were \$115.3 million and net proceeds were \$107.9 million, after deducting underwriting discounts and commissions and other offering expenses payable by us.

As of March 31, 2018, we had an accumulated deficit of \$149.5 million. Substantially all of our net losses have resulted from costs incurred in connection with our research and development programs and from general and administrative expenses associated with our operations. We expect to continue to incur significant expenses and increasing operating losses over at least the foreseeable future. We expect our expenses will increase substantially in connection with our ongoing and future activities as we:

- continue development of our product candidates, including initiating additional clinical trials of trilaciclib and GIT38 and planned initiation of clinical trials of product candidate, GIT48;
- identify and develop new product candidates;
- seek marketing approvals for our product candidates that successfully complete clinical trials;
- establish a sales, marketing and distribution infrastructure to commercialize any products for which we may obtain marketing approval;
- achieve market acceptance of our product candidates in the medical community and with third-party payors;
- maintain, expand and protect our intellectual property portfolio;
- hire additional personnel;
- enter into collaboration arrangements, if any, for the development of our product candidates or in-license other products and technologies;
- add operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts; and
- continue to incur increased costs as a result of operating as a public company.

License agreement with the University of Illinois

In November 2016, we entered into a license agreement with the University of Illinois, or UIC, pursuant to which we obtained an exclusive, worldwide license to make, have made, use, import, sell and offer for sale SERDs, including GIT48, covered by certain patent rights owned by UIC. The rights licensed to us are for all fields of use. Under the terms of the agreement, as amended, we paid a one-time only, non-refundable upfront fee of \$0.5 million, and are required to pay UIC low single-digit royalties on all net sales of products and a share of any sublicensing revenues. We are also obligated to pay annual maintenance fees, which are fully creditable against any royalty payments made by us. We may also be required to pay UIC milestone payments of up to an aggregate of \$2.625 million related to the initiation and execution of clinical trials and first commercial sale of a product in multiple countries. We are responsible for all future patent prosecution costs.

Components of our Results of Operations

Research and Development Expenses

The largest component of our total operating expenses since inception has been research and development activities, including the preclinical and clinical development of our product candidates.

Research and development costs are expensed as incurred. Our research and development expense primarily consists of:

- salaries and personnel-related costs, including bonuses, benefits and any stock-based compensation, for our scientific personnel performing or managing out-sourced research and development activities;
- costs incurred under agreements with contract research organizations and investigative sites that conduct preclinical studies and clinical trials;
- costs related to manufacturing pharmaceutical active ingredients and drug products for preclinical studies and clinical trials;
- costs related to upfront and milestone payments under in-licensing agreements;
- fees paid to consultants and other third parties who support our product candidate development;
- other costs incurred in seeking regulatory approval of our product candidates; and
- allocated facility-related costs and overhead.

The successful development of our product candidates is highly uncertain. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. Accordingly, we expect research and development costs to increase significantly for the foreseeable future as programs progress. However, we do not believe that it is possible at this time to accurately project total program-specific expenses through commercialization. We are also unable to predict when, if ever, material net cash inflows will commence from our product candidates to offset these expenses. Our expenditures on current and future preclinical and clinical development programs are subject to numerous uncertainties in timing and cost to completion. The duration, costs and timing of clinical trials and development of our product candidates will depend on a variety of factors, including:

- the scope, rate of progress, and expenses of our ongoing as well as any additional clinical trials and other research and development activities;
- future clinical trial results;
- achievement of milestones requiring payments under our in-licensing agreements;
- uncertainties in clinical trial enrollment rates or drop-out or discontinuation rates of patients;
- potential additional studies requested by regulatory agencies;
- significant and changing government regulation; and
- the timing and receipt of any regulatory approvals.

We report research and development expenses on a program-by-program basis only for clinical-stage product candidates. Preclinical research and development expenses and chemical manufacturing research and development expenses are not assigned or allocated to individual development programs. We currently have two clinical-stage product candidates, trilaciclib and GIT38 and expect to have our third product candidate in clinical trials in the second quarter of 2018.

General and administrative expenses

General and administrative expenses consist of personnel costs, allocated expenses and other expenses for outside professional services, including legal, audit and accounting services. Personnel costs consist of salaries, bonuses, benefits and stock-based compensation. Other general and administrative expenses include facility-related costs not otherwise allocated to research and development expense, professional fees, expenses associated with obtaining and maintaining patents and costs of our information systems. We anticipate that our general and administrative expenses will continue to increase in the future as we increase our headcount to support our continued research and development and potential commercialization of our product candidates.

We also have incurred and expect to continue to incur additional expenses as a public company, including expenses related to compliance with the rules and regulations of the SEC and Nasdaq, additional insurance expenses, and expenses related to investor relations activities and other administration and professional services.

Total other income, net

Total other income, net consists of interest income earned on cash and cash equivalents and the change in fair value of warrant liabilities and other liabilities.

Results of operations

Comparison of the three months ended March 31, 2018 and March 31, 2017

	Three Months Ended March 31,		Change
	2018	2017	\$
	(in thousands)		
Revenue	\$ —	\$ —	\$ —
Operating Expenses:			
Research and Development	17,347	11,084	6,263
General and Administrative	3,378	1,294	2,084
Total Operating Expenses	20,725	12,378	8,347
Loss from Operations	(20,725)	(12,378)	(8,347)
Other Income	315	33	282
Net Loss	<u>\$ (20,410)</u>	<u>\$ (12,345)</u>	<u>\$ (8,065)</u>

Revenue

Revenue was \$0 for the three months ended March 31, 2018 and March 31, 2017.

Research and development

Research and development expenses were \$17.3 million for the three months ended March 31, 2018 compared to \$11.1 million for the three months ended March 31, 2017. The increase of \$6.3 million, or 57% was primarily due to an increase of \$3.9 million in our clinical program costs, which reflects increased costs in our ongoing clinical trials and start-up costs for our Phase 1b/2 trial of G1T38 in NSCLC initiated in April 2018 and our Phase 1 trial of G1T48 in ER+, HER2- breast cancer expected to begin in the second quarter of 2018, as well as increased headcount related expense to support these trials. The increase in overall research and development expenses was primarily due to an increase in costs for manufacturing of pharmaceutical active ingredient and drug product to support our clinical trials. The following table summarizes our research and development expenses allocated to trilaciclib, G1T38 and G1T48, and unallocated research and development expenses for the periods indicated:

	Three Months Ended March 31,	
	2018	2017
	(in thousands)	
Clinical Expenses—trilaciclib	\$ 7,750	\$ 5,554
Clinical Expenses—G1T38	2,112	928
Clinical Expenses—G1T48	488	—
Chemical Manufacturing and Development	5,368	3,033
Discovery and Pre-Clinical Expenses	1,629	1,569
Total Research and Development Expenses	<u>\$ 17,347</u>	<u>\$ 11,084</u>

General and administrative

General and administrative expenses were \$3.4 million for the three months ended March 31, 2018 compared to \$1.3 million for the three months ended March 31, 2017. The increase of \$2.1 million, or 161% was due to an increase of \$0.8 million of professional fees, and an increase of \$1.1 million in personnel costs due to increased headcount and non-cash stock option expense charges, and an increase of \$0.2 million in facility-related costs.

Total other income, net

Total other income, net was \$0.3 million for the three months ended March 31, 2018 as compared to \$0 million for the three months ended March 31, 2017. The increase of \$0.3 million was due to additional interest income earned on a higher balance of money market funds during the three months ended March 31, 2018 as compared to the three months ended March 31, 2017.

Liquidity and capital resources

We have incurred cumulative losses and negative cash flows from operations since our inception in 2008. As of March 31, 2018, we had an accumulated deficit of \$149.5 million. We do not expect to generate substantial revenue from the commercial sale of our products in the foreseeable future and anticipate that we will continue to incur losses.

We have funded our operations through March 31, 2018 primarily through gross proceeds from private placements of our Series A, Series B and Series C convertible preferred stock of \$95.8 million, net proceeds from our initial public offering of \$107.1 million and net proceeds from our March 2018 public offering of \$107.9 million. As of March 31, 2018, we had cash and cash equivalents of \$194.4 million.

Cash flows

The following table summarizes our cash flows for the periods indicated:

	Three Months Ended March 31,		Change
	2018	2017	\$
	(in thousands)		
Net cash used in operating activities	\$ (18,109)	\$ (9,280)	\$ (8,829)
Net cash used in investing activities	(71)	(13)	(58)
Net cash provided by financing activities	108,755	(285)	109,040
Net increase in cash and cash equivalents	\$ 90,575	\$ (9,578)	\$ 100,153

Net cash used in operating activities

During the three months ended March 31, 2018, net cash used in operating activities was \$18.1 million which consisted primarily of a net loss of \$20.4 million, partially offset by working capital adjustments of \$0.7 million and non-cash stock compensation expense of \$1.6 million.

During the three months ended March 31, 2017, net cash used in operating activities was \$9.3 million, which consisted primarily of a net loss of \$12.3 million partially offset by working capital adjustments of \$2.5 million and non-cash stock compensation expense of \$0.5 million.

The increase in net cash used in operating activities of \$8.8 million was primarily due to an increase in research and development activity during the period.

Net cash used in investing activities

Net cash used in investing activities was \$0.1 million for the three months ended March 31, 2018 and \$0 million for the three months ended March 31, 2017. The increase in cash used was due to increased purchases of property and equipment.

Net cash provided by financing activities

During the three months ended March 31, 2018, net cash provided by financing activities was \$108.8 million, consisting of \$108.2 million in net proceeds from our public offering, after deducting cash paid in the quarter for underwriting discounts and commissions and other expenses, and \$0.6 million in proceeds from exercise of stock options.

During the three months ended March 31, 2017, we recorded payment of proposed public offering costs of \$0.3 million.

Operating capital requirements and plan of operations

To date, we have not generated any revenue from product sales. We do not know when, or if, we will generate any revenue from product sales. We do not expect to generate significant revenue from product sales unless and until we obtain regulatory approval of and commercialize one of our current or future product candidates. We anticipate that we will continue to generate losses for the foreseeable future, and we expect the losses to increase as we continue the development of and seek regulatory approvals for our product candidates, and begin to commercialize any approved products. We are subject to all of the risks inherent in the development of new products, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. We expect to continue to incur additional costs associated with operating as a public company and we anticipate that we will need substantial additional funding in connection with our continuing operations.

We believe that our existing cash and cash equivalents will be sufficient to fund our projected cash needs for at least the next 12 months. In order to complete the process of obtaining regulatory approval for our product candidates and to build the sales, marketing and distribution infrastructure that we believe will be necessary to commercialize our product candidates, if approved, we will require substantial additional funding.

We have based our projections of operating capital requirements on assumptions that may prove to be incorrect and we may use all of our available capital resources sooner than we expect. Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical products, we are unable to estimate the exact amount of our operating capital requirements. Our future funding requirements will depend on many factors, including, but not limited to:

- the scope, progress, results and costs of nonclinical development, laboratory testing and clinical trials for our product candidates;
- the scope, prioritization and number of our research and development programs;
- the costs, timing and outcome of regulatory review of our product candidates;
- the extent to which we enter into non-exclusive, jointly funded clinical research collaboration arrangements, if any, for the development of our product candidates in combination with other companies' products;
- our ability to establish such collaborative co-development arrangements on favorable terms, if at all;
- the achievement of milestones or occurrence of other developments that trigger payments under our license agreement and any collaboration agreements into which we enter;
- the extent to which we are obligated to reimburse, or entitled to reimbursement of, clinical trial costs under future collaboration agreements, if any;
- the extent to which we acquire or in-license product candidates and technologies, such as G1T48, and the terms of such in-licenses;
- the costs of future commercialization activities, including product sales, marketing, manufacturing and distribution, for any of our product candidates for which we receive marketing approval;
- revenue, if any, received from commercial sales of our product candidates, should any of our product candidates receive marketing approval; and
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims.

Until such time, if ever, as we can generate substantial revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, other third-party funding, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements. We do not have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a common stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise funds through additional collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Contractual obligations, commitments and contingencies

There were no material changes in our commitments under contractual obligations, as disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K filed on February 21, 2018.

Off-Balance sheet arrangements

We did not have, during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined under applicable SEC rules.

JOBS Act: emerging growth company status

We are an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act, or JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. We have irrevocably elected to not take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards and, as a result, will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies.

For so long as we are an emerging growth company we expect that:

- we will avail ourselves of the exemption from the requirement to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements;
- we will avail ourselves of the exemption from the requirement to obtain an attestation and report from our auditors on the assessment of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act; and
- we will provide less extensive disclosure about our executive compensation arrangements.

We will remain an emerging growth company for up to five years, although we will cease to be an “emerging growth company” upon the earliest of: (1) the last day of the fiscal year following the fifth anniversary of our IPO, (2) the last day of the first fiscal year in which our annual revenues are \$1.07 billion or more, (3) the date on which we have, during the previous rolling three-year period, issued more than \$1 billion in non-convertible debt securities, and (4) the date on which we are deemed to be a “large accelerated filer” as defined in the Exchange Act.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate sensitivities, which is affected by changes in the general level of U.S. interest rates. We had cash and cash equivalents of \$194.4 million as of March 31, 2018, which consists of deposits in banks, including checking accounts, money market accounts and certificates of deposit. Such interest-earning instruments carry a degree of interest rate risk; however, historical fluctuations in interest income have not been significant. Due to the short-term nature of our cash equivalents, a sudden change in interest rates would not be expected to have a material effect on our business, financial condition or results of operations. We had no outstanding debt as of March 31, 2018.

We are not currently exposed to significant market risk related to changes in foreign currency exchange rates; however, our operations may be subject to fluctuations in foreign currency exchange rates in the future.

Inflation generally affects us by increasing our cost of labor. We do not believe that inflation had a material effect on our business financial condition or results of operations during the three months ended March 31, 2018.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2018. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2018, our principal executive officer and our principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

PART II—OTHER INFORMATION

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. In addition to the other information contained elsewhere in this report, you should carefully consider the risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2017, which could materially affect our business, financial condition or future results before investing in our common stock. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect us. If any of these risks occur, our business, operating results and prospects could be materially harmed. In that event, the price of our common stock could decline, and you could lose part or all of your investment. There have been no material changes in the risk factors set forth in Part II, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not applicable

Item 3. Defaults Upon Senior Securities.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Not Applicable.

Item 6. Exhibits.

Exhibit Number	Description
10.1	<u>Third Amendment to Office Lease, by and between the Registrant and Raleigh RC Green, LLC as successor in interest to Highwoods Realty Limited Partnership, dated January 31, 2018, filed as Exhibit 10.10.2 to the Registrant's Registration Statement on Form S-1 filed on March 5, 2018 (File No. 333-223445), and incorporated herein by reference.</u>
31.1*	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

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.

Company Name

Date: May 3, 2018

By: /s/ Mark A. Velleca, M.D., Ph.D.
 Mark A. Velleca, M.D., Ph.D.
 President, Chief Executive Officer (Principal Executive
 Officer)

Date: May 3, 2018

By: /s/ Barclay A. Phillips
 Barclay A. Phillips
 Chief Financial Officer and Senior Vice President of
 Corporate Development (Principal Financial Officer)

Date: May 3, 2018

By: /s/ Jennifer K. Moses
 Jennifer K. Moses
 VP of Finance and Administration

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark A. Velleca, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of G1 Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

By: /s/ Mark A. Velleca, M.D., Ph.D.
Mark A. Velleca, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Barclay A. Phillips, certify that:

1. I have reviewed this Quarterly Report on 10-Q of G1 Therapeutics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

By: /s/ Barclay A. Phillips
Barclay A. Phillips
Chief Financial Officer and Senior Vice President, Corporate
Development
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of G1 Therapeutics, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 3, 2018

By: /s/ Mark A. Velleca, M.D., Ph.D.

Mark A. Velleca, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of G1 Therapeutics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of G1 Therapeutics, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 3, 2018

By: /s/ Barclay A. Phillips
Barclay A. Phillips
Chief Financial Officer and Senior Vice President, Corporate
Development
(Principal Financial Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of G1 Therapeutics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.