FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Malik Rajesh

700 PARK OFFICES DRIVE, SUITE 200
PARK RESEARCH TRIANGLE NC 27709

2. Issuer Name and Ticker or Trading Symbol

G1 Therapeutics, Inc. [GTHX]

3. Date of Earliest Transaction (Month/Day/Year)

07/05/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

Director

Chief Medical Officer

10% Owner

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/05/2023</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>1,361</td>
<td>D</td>
<td>$2.4537</td>
</tr>
<tr>
<td>0</td>
<td>136,378</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. The sales reported on this Form 4 represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sales were to satisfy the affirmative defense conditions of Rule 10b5-1(c).

2. The price represents the weighted average price with a low of $2.4250 and a high of $2.4704. The Reporting Person undertakes to provide G1 Therapeutics, Inc., any security holder of G1 Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. Represents (i) 71,853 shares of common stock; (ii) 4,125 RSUs from award granted on January 4, 2021; (iii) 7,500 RSUs from award granted on January 3, 2022; (iv) 17,900 RSUs from award granted on May 10, 2023; and (v) 35,000 RSUs from award granted on January 3, 2023.

4. The sales reported on this Form 4 represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sales were to satisfy the affirmative defense conditions of Rule 10b5-1(c).

5. The price represents the weighted average price with a low of $2.4250 and a high of $2.4704. The Reporting Person undertakes to provide G1 Therapeutics, Inc., any security holder of G1 Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. Represents (i) 71,853 shares of common stock; (ii) 4,125 RSUs from award granted on January 4, 2021; (iii) 7,500 RSUs from award granted on January 3, 2022; (iv) 17,900 RSUs from award granted on May 10, 2023; and (v) 35,000 RSUs from award granted on January 3, 2023.

7. The price represents the weighted average price with a low of $2.4250 and a high of $2.4704. The Reporting Person undertakes to provide G1 Therapeutics, Inc., any security holder of G1 Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. Represents (i) 71,853 shares of common stock; (ii) 4,125 RSUs from award granted on January 4, 2021; (iii) 7,500 RSUs from award granted on January 3, 2022; (iv) 17,900 RSUs from award granted on May 10, 2023; and (v) 35,000 RSUs from award granted on January 3, 2023.

9. The price represents the weighted average price with a low of $2.4250 and a high of $2.4704. The Reporting Person undertakes to provide G1 Therapeutics, Inc., any security holder of G1 Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. Represents (i) 71,853 shares of common stock; (ii) 4,125 RSUs from award granted on January 4, 2021; (iii) 7,500 RSUs from award granted on January 3, 2022; (iv) 17,900 RSUs from award granted on May 10, 2023; and (v) 35,000 RSUs from award granted on January 3, 2023.

11. The price represents the weighted average price with a low of $2.4250 and a high of $2.4704. The Reporting Person undertakes to provide G1 Therapeutics, Inc., any security holder of G1 Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

/S/ Sandi James, attorney-in-fact
07/07/2023

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).


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.
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Anne T. Leland, Brenda L. Meyette, Jacquelyn A. Cannata, Megan N. Gates, Peter N. Cunningham, Verna Krishnamurthy and Hana M. Sahdev of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., and Barclay A. Phillips and Jennifer K. Moses of G1 Therapeutics, Inc. signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1)   execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;

(2)   do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;

(3)   execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(4)   do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(5)   take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 12th day of February, 2018.

/s/ Rajesh K. Malik

Rajesh K. Malik