

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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 13, 2024

G1 THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38096  
(Commission  
File Number)

26-3648180  
(IRS Employer  
Identification No.)

700 Park Offices Drive  
Suite 200  
Research Triangle Park, NC  
(Address of principal executive offices)

27709  
(zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.0001 par value	GTHX	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 13, 2024, G1 Therapeutics, Inc. (the "Company") held its 2024 annual meeting of stockholders. At the meeting, the stockholders: (1) re-elected each of Cynthia L. Flowers and John E. Bailey, Jr. to the Company's Board of Directors, each as a Class I director for a term of three years to serve until the

2027 annual meeting of stockholders or until their respective successors have been elected and qualified or until their respective earlier death, resignation or removal (the “Election of Directors”); (2) approved, on a non-binding, advisory basis, compensation awarded or paid to the Company’s named executive officers for the fiscal year of 2023 (the “Advisory Vote on the Compensation of Our Named Executive Officers”); and (3) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 (the “Ratification of Appointment of Independent Registered Public Accounting Firm”). The stockholders did not approve the proposal to amend and restate the Company’s Certificate of Incorporation to reflect Delaware law provisions regarding officer exculpation. A more complete description of these matters is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 25, 2024.

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

1. Election of Directors

<b>Nominee</b>	<b>Shares Voted For</b>	<b>Shares Voted to Withhold Authority</b>	<b>Broker Nonvotes</b>
Cynthia L. Flowers	15,551,849	4,429,769	16,596,262
John E. Bailey, Jr.	19,236,332	745,286	16,596,262

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

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Abstaining</b>	<b>Broker Nonvotes</b>
16,706,545	3,182,510	92,563	16,596,262

3. Ratification of Appointment of Independent Registered Public Accounting Firm

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Abstaining</b>
35,199,177	1,155,216	223,487

4. Proposal to amend and restate the Company’s Certificate of Incorporation to include officer exculpation

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Abstaining</b>	<b>Broker Nonvotes</b>
18,803,243	1,138,569	39,806	16,596,262

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

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Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**G1 THERAPEUTICS, INC.**

By: /s/ Monica Roberts Thomas  
Monica Roberts Thomas  
Chief Legal and People Officer

Date: June 14, 2024