SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

 (Last)   (First)   (Middle)

 C/O G1 THERAPEUTICS, 79 TW ALEXANDER DR.

 4501 RESEARCH COMMONS, SUITE 100

 (Street)

 RESEARCH TRIANGLE PARK   NC   27709

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 G1 Therapeutics, Inc. [GTHX]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2018

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

    Director   10% Owner
 X   Officer (give title below)   Other (specify below)

 Ch. Medical Officer & SVP R&D

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

 X   Form filed by One Reporting Person
    Form filed by More than One Reporting Person |

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2018		M[(1)]		496	A	$4.17	4,696	D	
Common Stock	03/15/2018		M[(1)]		3,280	A	$0.39	7,976	D	
Common Stock	03/15/2018		S[(1)]		3,776	D	$38.1757[(2)]	4,200	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	$4.17	03/15/2018		M[(1)]			496	[(3)]	05/10/2026	Common Stock	496	$0.00	99,503	D	
Stock Options (Right to Buy)	$0.39	03/15/2018		M[(1)]			3,280	[(4)]	12/05/2023	Common Stock	3,280	$0.00	0.00	D	

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.

2. The price represents the weighted average price with a low of $38.01 and a high of $38.42.

3. The shares underlying this option vested as to 25% of the shares on May 10, 2017, with the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continued service through each applicable vesting date.

4. All shares underlying this option have vested.

Remarks:

/s/ Peter N. Cunningham, attorney-in-fact   03/16/2018

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.