**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**

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**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>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 3)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)</th>
<th>6. Price</th>
<th>7. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Ownership Code (Instr. 3 and 4)</th>
<th>9. Nature of Transaction (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/03/2024</td>
<td></td>
<td>A</td>
<td>A</td>
<td>$0.00</td>
<td>37,300(3)</td>
<td>A</td>
<td>B</td>
</tr>
<tr>
<td>Common Stock</td>
<td>01/03/2024</td>
<td></td>
<td>S</td>
<td>253(4)</td>
<td>$3.1189(5)</td>
<td>130,933(6)</td>
<td>D</td>
<td>B</td>
</tr>
<tr>
<td>Common Stock</td>
<td>01/03/2024</td>
<td></td>
<td>S</td>
<td>379(4)</td>
<td>$3.1189(5)</td>
<td>130,554(7)</td>
<td>D</td>
<td>B</td>
</tr>
<tr>
<td>Common Stock</td>
<td>01/04/2024</td>
<td></td>
<td>S</td>
<td>111(4)</td>
<td>$2.9423(8)</td>
<td>130,443(9)</td>
<td>D</td>
<td>B</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<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>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired</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 Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$2.97</td>
<td>01/03/2024</td>
<td></td>
<td>A</td>
<td>74,500</td>
<td>(10)</td>
<td>Common Stock</td>
<td>74,500</td>
<td>D</td>
<td>B</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents a restricted stock unit ("RSU") award that vests 25% on January 3, 2025 and 12.5% semi-annually thereafter, subject to the Reporting Person's continued service through each applicable vesting date.

2. Each RSU represents a contingent right to receive one share of Issuer common stock.

3. Represents (i) 2,749 shares of common stock; (ii) 637 RSUs from award granted on January 4, 2021; (iii) 2,500 RSUs from award granted on January 3, 2022; (iv) 3,000 RSUs from award granted on January 3, 2023; (v) 50,000 RSUs from award granted on March 15, 2023; (vi) 35,000 RSUs from award granted on May 10, 2023; and (vii) 37,300 RSUs from award granted on January 3, 2024.

4. The sales reported on this Form 4 represent shares sold by the Reporting Person to cover withholding obligations in connection with the vesting and settlement of RSUs. The sales were to satisfy tax withholding obligations to be funded by a "sell-to-cover" transaction and do not represent discretionary transactions by the Reporting Person.

5. The price represents the weighted average price with a low of $3.08 and a high of $3.16. 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) 2,996 shares of common stock; (ii) 637 RSUs from award granted on January 4, 2021; (iii) 2,000 RSUs from award granted on January 3, 2022; (iv) 2,250 RSUs from award granted on January 3, 2023; (v) 50,000 RSUs from award granted on March 15, 2023; (vi) 35,000 RSUs from award granted on May 10, 2023; and (vii) 37,300 RSUs from award granted on January 3, 2024.

7. The price represents the weighted average price with a low of $2.89 and a high of $3.00. 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) 3,367 shares of common stock; (ii) 637 RSUs from award granted on January 4, 2021; (iii) 2,000 RSUs from award granted on January 3, 2022; (iv) 2,250 RSUs from award granted on January 3, 2023; (v) 50,000 RSUs from award granted on March 15, 2023; (vi) 35,000 RSUs from award granted on May 10, 2023; and (vii) 37,300 RSUs from award granted on January 3, 2024.

9. The price represents the weighted average price with a low of $2.89 and a high of $3.00. 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. The shares underlying this option vest as to 25% of the shares on January 3, 2025, with the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continued service through each applicable vesting date.

**Remarks:**

/s / Monica Roberts Thomas

attorney-in-fact

01/05/2024

**Signature of Reporting Person**

**Date**
POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Monica Roberts Thomas, General Counsel, of G1 Therapeutics, Inc. (the "Company"), Sandi James, Director, Legal, of the Company, and Jason McCaffrey, Raven Sun, Justin Omalev, Charles Smith, Tanya Sylla, and Brenda Meyette of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., 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 interests 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, are 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, as amended.

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 on December 6, 2023.

/s/ John W. Umstead V
Signature

John W. Umstead V
Print Name