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): September 19, 2023

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:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock, $0.0001 par value</td>
<td>GTHX</td>
<td>The Nasdaq Stock Market</td>
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</table>

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

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. ○
On September 19, 2023, Mark A. Velleca, M.D., Ph.D., notified G1 Therapeutics, Inc. (the “Company”) of his decision to resign from the Board of Directors (the “Board”) of the Company effective as of September 30, 2023. Dr. Velleca was a member of the Board since May 2014. Dr. Velleca’s decision to resign was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Dr. Velleca will continue to serve as a senior advisor to the Company pursuant to the terms of a Senior Advisor Agreement dated September 29, 2020 (the “Agreement”), as amended by that certain First Amendment to Senior Advisor Agreement, dated as of September 20, 2023 (the “Amendment”). Pursuant to the Amendment, the term of the Agreement has been extended through December 31, 2024. Dr. Velleca will not receive any cash or equity compensation for his services during the period from January 1, 2024 through December 31, 2024 (the “Extended Term”), however any stock options held by Dr. Velleca will continue to vest in accordance with their terms during the Extended Term.

The Company intends to file a copy of the Amendment with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2023.
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
    General Counsel

Date: September 21, 2023