**Form 4**

**United States Securities and Exchange Commission**

**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**
   - Perry Andrew
   - 700 PARK OFFICES DRIVE, SUITE 200
   - Research Triangle Park, 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. **Individual or Joint/Group Filing (Check Applicable Box)**
   - Form filed by One Reporting Person

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Chief Commercial Officer

**Rule 10b5-1(c) Transaction Indication**

- [x] Form filed by One Reporting Person
- [ ] Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/05/2023</td>
<td>s</td>
<td>355</td>
<td>$2,4537(1)</td>
<td>55,945(2)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

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**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 tax withholding obligations to be funded by a "sell-to-cover" transaction and do not represent discretionary transactions by the Reporting Person. Such sales were automatic and intended to qualify under Rule 10b5-1.

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) 1,095 shares of common stock; (ii) 3,750 RSUs from award granted on January 3, 2022; (iii) 16,100 RSUs from award granted on January 3, 2023, and (iv) 35,000 RSUs from award granted on May 10, 2023.

**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.