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): December 16, 2021 (December 15, 2021)

G1 THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-38096**	**26-3648180**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

700 Park Offices Drive	
Suite 200	
Research Triangle Park, NC	**27709**
(Address of principal executive offices)	**(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 1.01 Entry Into a Material Definitive Agreement.

The information disclosed below in Item 1.02 of this Form 8-K is incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement

On December 15, 2021, G1 Therapeutics, Inc. (the "Company") and Boehringer Ingelheim Pharmaceuticals, Inc. ("BI") entered into a mutual termination, release, and settlement agreement (the "Termination Agreement") to end the Co-Promotion Agreement by and between the Company and BI, dated June 29, 2020 (the "Co-Promotion Agreement"). The Co-Promotion Agreement had an original term ending on the third anniversary of the First Commercial Sale (as defined in the Co-Promotion Agreement), subject to early termination.

The Termination Agreement provides that after March 2, 2022, BI will no longer commercialize and promote the Company's product COSELA™ (the "Product") for the prevention of chemotherapy-induced myelosuppression in small cell lung cancer within the territories of the United States and Puerto Rico (the "Territory"). As reported in a Form 8-K filed by the Company on September 15, 2021, the Company recently announced a supplemental sales force to accelerate sales activities and help maximize the adoption of the Product. The Company intends to complete hiring and deploying a full sales force of 34 sales representatives during the first quarter of 2022 to fully commercialize and promote the Product to health care providers.

Pursuant to the Termination Agreement, the parties agreed that the Company's obligation under the Co-Promotion Agreement to pay BI certain payments based on a percentage of the Company's "Net Sales" (as defined in the Co-Promotion Agreement) of the Product within the Territory (the "Sales Payments") for the first year following the First Commercial Sale of the Product within the Territory remains unchanged and will end as of March 2, 2022. For two years following March 2, 2022, the Sales Payments will be decreased to mid single-digit percentages of Net Sales. The Sales Payments will vary based on the level of Net Sales in an applicable year following March 2, 2022. The Company's obligation to make Sales Payments and other obligations under the Co-Promotion Agreement will terminate in March 2024.

Commencing on December 15, 2021, the parties will work together to (i) wind down BI's performance of the promotion services and the promotion plan described in the Co-Promotion Agreement and (ii) develop a written transition plan that facilitates an organized and efficient transition of such promotion services or other activities performed by BI under the Co-Promotion Agreement (the "2022 Transition Plan"). The Termination Agreement provides that the obligations set forth therein and the 2022 Transition Plan supersede and render moot the parties' obligations with respect to certain obligations set forth in the Co-Promotion Agreement. BI will be relieved of promotion duties with respect to accounts that are transitioned from BI to the Company. The Termination Agreement also includes customary covenants, including mutual non-disparagement, mutual release, and limitation of liability provisions. Additionally, it provides for the survival of the confidentiality and indemnification provisions in the Co-Promotion Agreement.

The foregoing description of the Termination Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Termination Agreement, which will be filed with the Company's Annual Report on Form 10-K for the year ending December 31, 2021.

Item 7.01 Regulation FD Disclosure.

On December 16, 2021, the Company issued a press release announcing the end of the Co-Promotion Agreement through the Termination Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 16, 2021
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

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/ James Stillman Hanson*
James Stillman Hanson
General Counsel

Date: December 16, 2021

G1 Therapeutics Announces Expansion of COSELA™ (Trilaciclib) Sales Force

- G1 and Boehringer Ingelheim Mutually Agree to End Co-Promotion Agreement -

- Management to Host Webcast and Conference Call today at 8:30 AM ET -

RESEARCH TRIANGLE PARK, NC, December 16, 2021 – G1 Therapeutics, Inc. (Nasdaq: GTHX), a commercial-stage oncology company, today announced that the Company will hire and deploy an additional 20 sales people, bringing the total number of oncology sales representatives to 34. The expansion will allow G1 to target all accounts to accelerate sales activities and help maximize the adoption of COSELA™ (trilaciclib). G1 and Boehringer Ingelheim have mutually agreed to end the co-promotion agreement for COSELA, effective March 2022.

“We want to thank Boehringer Ingelheim for their support in laying the early commercial groundwork during the first year of COSELA’s availability in the U.S.,” said Andrew Perry, Chief Commercial Officer of G1 Therapeutics. “We are well along in the process of hiring our COSELA-focused sales force; these experienced oncology sales professionals have existing relationships at target organizations and are prioritizing prescriber access, which is the key to execution and adoption of new therapies like COSELA. Our goal is to drive as quick an impact as possible from this effort, and as such we are hiring, training, and deploying these individuals into the field as they arrive. We have already hired 13 of these field-based professionals, deployed seven, and expect to have the full team of 34 in place and deployed by mid-February 2022.”

Under the terms of the termination agreement, Boehringer Ingelheim and G1 will work together on transitioning promotional activities by March 2022. After that point, Boehringer Ingelheim will receive reduced payments based on net sales of COSELA for patients with ES-SCLC in the U.S. until March 2024. There are no payments due by either party beyond March 2024. The Co-Promotion Agreement does not extend to additional indications that G1 may pursue for trilaciclib.

Webcast and Conference Call

G1 will host a webcast and conference call at 8:30 a.m. ET today to discuss the expansion of the COSELA sales force. The live call may be accessed by dialing (866) 763-6020 (domestic) or (210) 874-7713 (international) and entering the conference code: 8549816. A live and archived webcast will be available on the Events & Presentations page of the company’s website: www.g1therapeutics.com. The webcast will be archived on the same page for 90 days following the event.

About COSELA™ (trilaciclib) for Injection

COSELA (trilaciclib) was approved by the U.S. Food and Drug Administration on February 12, 2021.

Indication

COSELA™ (trilaciclib) is indicated to decrease the incidence of chemotherapy-induced myelosuppression in adult patients when administered prior to a platinum/etoposide-containing regimen or topotecan-containing regimen for extensive-stage small cell lung cancer.

Important Safety Information

COSELA is contraindicated in patients with a history of serious hypersensitivity reactions to trilaciclib.

Warnings and precautions include injection-site reactions (including phlebitis and thrombophlebitis), acute drug hypersensitivity reactions, interstitial lung disease (pneumonitis), and embryo-fetal toxicity.

The most common adverse reactions (>10%) were fatigue, hypocalcemia, hypokalemia, hypophosphatemia, aspartate aminotransferase increased, headache, and pneumonia.

This information is not comprehensive. Please click here for full Prescribing Information. https://www.g1therapeutics.com/cosela/pi/

To report suspected adverse reactions, contact G1 Therapeutics at 1-800-790-G1TX or call FDA at 1-800-FDA-1088 or visit www.fda.gov/medwatch.

About G1 Therapeutics

G1 Therapeutics, Inc. is a commercial-stage biopharmaceutical company focused on the development and commercialization of next generation therapies that improve the lives of those affected by cancer, including the Company's first commercial product, COSELA™ (trilaciclib). G1 has a deep clinical pipeline and is executing a tumor-agnostic development plan evaluating trilaciclib in a variety of solid tumors, including colorectal, breast, lung, and bladder cancers. G1 Therapeutics is based in Research Triangle Park, N.C. For additional information, please visit www.g1therapeutics.com and follow us on Twitter @G1Therapeutics.

G1 Therapeutics™ and the G1 Therapeutics logo and COSELA™ and the COSELA logo are trademarks of G1 Therapeutics, Inc.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "will," "expect," "plan," "anticipate," "estimate," "intend" and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements in this press release include, but are not limited to, those relating to the Company's expectation that its full sales team will be in place and deployed by mid-February 2022, and that the Company will prioritize prescriber access and use its sale force relationships to target organizations with the goal of accelerating sales activities and maximizing the adoption of COSLEA. Each of these forward-looking statements involves risks and uncertainties. Factors that may cause the company's actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in the company's filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein and include, but are not limited to: the company's dependence on the commercial success of COSELA, and the lack of assurance that the Company's commercialization efforts in the U.S. with respect to COSELA will be successful or that it will be able to generate revenues at the levels or within the timing expected or at the levels or within the timing necessary to support the Company's goals.; the development and commercialization of new drug products is highly competitive; the company's ability to complete clinical trials for, obtain approvals for and commercialize any of its product candidates; the company's initial success in ongoing clinical trials may not be indicative of results obtained when these trials are completed or in later stage trials; the inherent uncertainties associated with developing new products or technologies and operating as a development-stage company; and market conditions. Except as required by law, the company assumes no obligation to update any forward-looking statements contained herein to reflect any change in expectations, even as new information becomes available.

###

Will Roberts
Vice President, Investor Relations & Corporate Communications
919-907-1944
wroberts@g1therapeutics.com

Rebecca Levine
Director, Corporate Communications and Public Relations
(919) 667-8711
rlevine@g1therapeutics.com