

**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): March 13, 2020 (March 10, 2020)

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:

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On March 12, 2020, the Board of Directors (the “Board”) of G1 Therapeutics, Inc. (the “Company”), following the recommendation of the Nominating and Governance Committee of the Board appointed John (Jack) Bailey Jr. as an independent director to the Board to serve immediately as a Class I Director with a term expiring at the Company’s 2021 annual meeting of stockholders.

Mr. Bailey has nearly thirty years of commercial pharmaceutical experience. He led the US and Puerto Rico therapeutic divisions of respiratory, vaccines, immunology/rare disease, and oncology at GlaxoSmithKline in the role of President since February 2015. Earlier in his career, Mr. Bailey held various leadership positions at Eli Lilly and Company, including as Senior Vice President of the Account-Based Markets Division. He also currently serves on the board of directors of Emergo Therapeutics, Inc. and is a past member of the board of directors of PhRMA, the pharmaceutical industry trade association. Mr. Bailey holds an MBA from the University of North Carolina at Chapel Hill and earned his B.S. in Biology at Hobart College, Geneva, New York.

In connection with Mr. Bailey’s election to the Board, and pursuant to the Company’s Non-Employee Director Compensation Policy (the “Director Compensation Policy”), the Board granted to Mr. Bailey a non-statutory stock option to purchase up to 40,000 shares of the Company’s common stock. The stock option will have an exercise price per share of \$12.00, the closing price of the Company’s common stock on The Nasdaq Global Select Market on the date of grant. The stock option will vest in equal monthly installments through the third anniversary of the date of grant, subject to Mr. Bailey’s continued service as a director.

In addition, Mr. Bailey is entitled to receive an annual cash retainer of \$40,000 for his service as a non-employee director of the Company pursuant to the Director Compensation Policy, prorated for the portion of the year that Mr. Bailey serves as a director.

Also in connection with Mr. Bailey’s election to the Board, Mr. Bailey and the Company will enter into an indemnification agreement in the form the Company has entered into with its other non-employee directors, which form is filed as Exhibit 10.1 to the Company’s Amendment No. 2 to its Registration Statement on Form S-1 (File No. 333-217285) filed by the Company on May 8, 2017. Under this agreement, the Company will agree, among other things, to indemnify Mr. Bailey for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of the Company’s directors.

There are no arrangements or understandings between Mr. Bailey and any other person pursuant to which Mr. Bailey was appointed as a director. There are no transactions to which the Company is a party and in which Mr. Bailey has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. Mr. Bailey has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

Departure of Executive Officer

On March 10, 2020, the Company and John Demaree mutually agreed to separate as Mr. Demaree left his post as Chief Commercial Officer to pursue other opportunities.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated March 12, 2020
104	Cover Page Interactive Data File (embedded within 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: March 13, 2020

G1 Therapeutics Announces Appointment of New Board Member and Chief Commercial Officer

- *Jack Bailey appointed to Board of Directors*
- *Soma Gupta joins as Chief Commercial Officer*
- *Company reports inducement grant under Nasdaq Listing Rule 5635 (c)(4)*

RESEARCH TRIANGLE PARK, NC, March 12, 2020 – G1 Therapeutics, Inc. (Nasdaq: GTHX), a clinical-stage oncology company, today announced the appointments of Jack Bailey to its Board of Directors and Soma Gupta as its Chief Commercial Officer (CCO).

“We are pleased to welcome Jack and Soma, and their breadth of commercial experience, as we work toward the approval of trilaciclib in small cell lung cancer,” said Mark Velleca, M.D., Ph.D., Chief Executive Officer. “We are on track to submit an NDA for trilaciclib next quarter, and are excited about its potential to improve outcomes for cancer patients treated with chemotherapy.”

Mr. Bailey most recently served as President – U.S. at GlaxoSmithKline (GSK). In this role, he was responsible for leading commercialization across GSK’s oncology, immunology/rare disease, respiratory, and vaccines portfolios. Earlier in his career, he held various senior leadership positions at Eli Lilly and Company. His background includes extensive account management, government affairs, sales and marketing experience. Mr. Bailey currently serves on the board of Emergo Therapeutics, Inc., and is a past member of the board of directors of Pharmaceutical Research and Manufacturers of America (PhRMA), the pharmaceutical industry trade association.

Mr. Bailey added, “I’m excited to work with the G1 board and executive team to build value for shareholders during the company’s evolution to a commercial-stage enterprise. With trilaciclib, G1 has a tremendous opportunity to bring an innovative breakthrough therapy to patients with small cell lung cancer.”

Ms. Gupta, the company’s newly appointed CCO, has extensive experience in leading global product launches and driving brand growth. Most recently, she led the global commercial launch of Vyndaqel® (tafamidis meglumine) while serving as Vice President, Global Marketing for Amyloidosis and Cardiac Rare Disease at Pfizer Inc. Previously, Ms. Gupta led the global commercial team responsible for Pfizer’s oncology portfolio, including Ibrance® (palbociclib).

“Trilaciclib represents the first innovation for chemotherapy-induced myelosuppression in several decades,” said Ms. Gupta. “I look forward to collaborating with my colleagues across the company to educate patients, healthcare professionals and payors about the potential benefits and value that this therapy can provide.”

In connection with Ms. Gupta’s appointment, the company is reporting an inducement option grant under Nasdaq Listing Rule 5635(c)(4). The compensation committee of the G1 Board of Directors has approved a non-qualified stock option award to purchase an aggregate of 300,000 shares of G1’s common stock to Ms. Gupta. The option was granted outside of G1’s Amended and Restated 2017 Employee, Director and Consultant Equity Plan as an inducement material to Ms. Gupta’s acceptance of



employment with G1. The stock option will have an exercise price equal to the closing price of G1's common stock on March 31, 2020. The option has up to a ten-year term and vests over four years, with 25% of the award vesting on the first anniversary of her employment, and as to an additional 1/48th of the shares monthly thereafter, subject to Ms. Gupta's continued service through the applicable vesting dates (subject to the terms and conditions of the stock option agreement covering the grant). John Demaree left his post as CCO to pursue other professional opportunities.

About G1 Therapeutics

G1 Therapeutics, Inc. is a clinical-stage biopharmaceutical company focused on the discovery, development and delivery of innovative therapies that improve the lives of those affected by cancer. The company is advancing three clinical-stage programs. Trilaciclib is a first-in-class therapy designed to improve outcomes for patients being treated with chemotherapy. Trilaciclib has received Breakthrough Therapy Designation from the FDA; a rolling NDA submission for small cell lung cancer is expected to be completed in the second quarter of 2020. Rintodestrant (formerly G1T48) is a potential best-in-class oral selective estrogen receptor degrader (SERD) for the treatment of ER+ breast cancer. Lerociclib is a differentiated oral CDK4/6 inhibitor designed to enable more effective combination treatment strategies.

G1 Therapeutics is based in Research Triangle Park, N.C. For additional information, please visit www.g1therapeutics.com and follow us on Twitter @G1Therapeutics.

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 news release include, but are not limited to, those relating to the therapeutic potential of trilaciclib, rintodestrant and lerociclib, and the timing of marketing applications in the U.S. and Europe for trilaciclib in SCLC and are based on the company's expectations and assumptions as of the date of this press release. 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 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.

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