
**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): July 11, 2017

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.)

79 T.W. Alexander Drive
4501 Research Commons, Suite 100
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))

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.

On July 11, 2017, the Board of Directors (the “Board”) of G1 Therapeutics, Inc. (the “Company”), following the recommendation of the Nominating and Governance Committee of the Board, elected Sir Andrew P. Witty to the Board to serve as a Class II Director with a term expiring at the Company’s 2019 annual meeting of stockholders.

Mr. Witty is Chancellor of the University of Nottingham in England, and recently retired as Chief Executive Officer of GlaxoSmithKline plc (GSK), a position he held from 2008 until 2017. Mr. Witty joined GSK in 1985 and served in a variety of roles in the UK and overseas, including South Africa, the U.S. and Singapore. Mr. Witty has served in numerous advisory roles to governments around the world including South Africa; Guangzhou, China; and the UK, where he was a member of the Prime Minister’s Business Advisory Group from 2010 until 2015. In 2012, Mr. Witty was awarded a knighthood for services to the UK pharmaceutical industry. In May 2016, Mr. Witty became a visiting professor at the Institute of Global Health Innovation at Imperial College, London. He has a joint honours B.A. in economics from the University of Nottingham, England.

In connection with Mr. Witty’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. Witty a non-statutory stock option to purchase up to 20,000 shares of the Company’s common stock. The stock option will have an exercise price per share of \$15.55, 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. Witty’s continued service as a director.

In addition, Mr. Witty is entitled to receive an annual cash retainer of \$38,500 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. Witty serves as a director and committee member. Mr. Witty will serve as a member of the Nominating and Governance Committee of the Board.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated July 13, 2017.

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/ Mark A. Velleca, M.D., Ph.D.
Mark A. Velleca, M.D., Ph.D.
President and Chief Executive Officer

Date: July 14, 2017

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release dated July 13, 2017.



G1 Therapeutics Appoints Sir Andrew Witty to Board of Directors

RESEARCH TRIANGLE PARK, NC, July 13, 2017 – G1 Therapeutics, Inc. (NASDAQ: GTHX), a clinical-stage oncology company, today announced the appointment of Sir Andrew Witty to its board of directors.

“We are thrilled to welcome Andrew to our board of directors,” said Mark Velleca, MD, PhD, Chief Executive Officer of G1 Therapeutics. “Andrew led and oversaw the development, commercialization, and global market access for several leading pharmaceutical products at GSK. We anticipate leveraging his wealth of industry experience as we advance G1’s portfolio of potential best-in-class and first-in-class therapies.”

“As someone who is passionate about the development of new and meaningful medicines, I am delighted to join the G1 board of directors,” said Mr. Witty. “The encouraging early clinical data generated by G1’s CDK4/6 inhibitors support their potential to improve patient outcomes in multiple oncology indications. I look forward to working with the G1 team at this exciting time of corporate growth.”

Mr. Witty is Chancellor of the University of Nottingham in England, and recently retired as Chief Executive Officer of GlaxoSmithKline plc (GSK), a position he held from 2008 until 2017. Mr. Witty joined GSK in 1985 and served in a variety of roles in the UK and overseas, including in South Africa, the U.S. and Singapore. During his tenure, GSK consistently achieved the top position in every Access to Medicine Index.

Mr. Witty has served in numerous advisory roles to governments around the world, including in South Africa; Guangzhou, China; and the UK, where he was a member of the Prime Minister’s Business Advisory Group from 2010 until 2015. In 2012, Mr. Witty was awarded a knighthood for services to the economy and the UK pharmaceutical industry.

In May 2016, Mr. Witty became a visiting professor at the Institute of Global Health Innovation at Imperial College London. He has a joint honours B.A. in economics from the University of Nottingham.

About G1 Therapeutics, Inc.

G1 Therapeutics (GTHX) is a clinical-stage biopharmaceutical company focused on the discovery and development of novel therapeutics for the treatment of cancer. G1’s two clinical assets, trilaciclib and G1T38, are CDK4/6 inhibitors, a validated and promising class of targets for anti-cancer therapeutics. Trilaciclib and G1T38 have broad therapeutic potential in many forms of cancer and may serve as the backbone of multiple combination regimens. In addition, G1 has exclusively in-licensed G1T48, a potential first/best-in-class oral selective estrogen receptor degrader, or SERD, which is targeted for the treatment of a particular type of breast cancer.

G1 is based in Research Triangle Park, NC. For additional information about G1, please visit www.g1therapeutics.com.

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 are based

on G1 Therapeutics' 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 G1 Therapeutics' actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in G1 Therapeutics' filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein. Except as required by law, G1 Therapeutics 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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