

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Hanson James S.</u>  (Last) (First) (Middle) 700 PARK OFFICES DRIVE, SUITE 200  (Street) RESEARCH TRIANGLE NC 27709 PARK  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>G1 Therapeutics, Inc. [ GTHX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  X _____ General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2023		A		17,900 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	43,455 <sup>(3)</sup>	D	
Common Stock	01/04/2023		S		1,639 <sup>(4)</sup>	D	\$5.5756 <sup>(5)</sup>	41,816 <sup>(6)</sup>	D	
Common Stock	01/05/2023		S		729 <sup>(4)</sup>	D	\$5.4075 <sup>(7)</sup>	41,087 <sup>(8)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$5.73	01/03/2023		A		35,700		(9)	01/03/2033	Common Stock	35,700	\$0.00	35,700	D	

**Explanation of Responses:**

- Represents a restricted stock unit ("RSU") award that vests 25% on January 3, 2024 and 12.5% semi-annually thereafter, subject to the Reporting Person's continued service through each applicable vesting date.
- Each RSU represents a contingent right to receive one share of Issuer common stock.
- Represents (i) 6,680 shares of common stock; (ii) 6,875 RSUs from award granted on January 4, 2021; (iii) 12,000 RSUs from award granted on January 3, 2022; and (iv) 17,900 RSUs from award granted on January 3, 2023.
- 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.
- The price represents the weighted average price with a low of \$5.44 and a high of \$5.78. 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.
- Represents (i) 8,041 shares of common stock; (ii) 6,875 RSUs from award granted on January 4, 2021; (iii) 9,000 RSUs from award granted on January 3, 2022; and (iv) 17,900 RSUs from award granted on January 3, 2023.
- The price represents the weighted average price with a low of \$5.35 and a high of \$5.49. 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.
- Represents (i) 8,687 shares of common stock; (ii) 5,500 RSUs from award granted on January 4, 2021; (iii) 9,000 RSUs from award granted on January 3, 2022; and (iv) 17,900 RSUs from award granted on January 3, 2023.
- The shares underlying this option vest as to 25% of the shares on January 3, 2024, with the remainder vesting in 36 equal monthly installments thereafter, subject to the Reporting Person's continued service through each applicable vesting date.

**Remarks:**

Note: On January 3, 2023, the reporting person was also granted performance-based restricted stock units that are subject to material conditions beyond the reporting person's control, and, therefore, not considered derivative securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and excluded from this report.

/s/ James Stillman Hanson      01/05/2023  
 \*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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