# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

(Amendment No. 3)\*

**Under the Securities Exchange Act of 1934** 

## G1 Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

3621LQ109 (CUSIP Number)

December 31, 2020 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☑ Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP No. 3621LQ109 Page 2 of 20

1.	Name of Reporting Person				
	I.R.S. Identification No. of Above Person (Entities Only)				
			ure Partners IV SBIC, L.P.		
2.			propriate Box if a Member of a Group		
	(a) 🗆	(b)			
	Not App				
3.	SEC Us	e Only	y .		
4.	Citizens	hip or	Place of Organization		
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	Delawar				
		5.	Sole Voting Power		
	ımber of	C			
	Shares	6.	Shared Voting Power		
Beneficially Owned By			1,664,001		
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	Person				
	with	8.	Shared Dispositive Power		
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9.	Aggrega	te An	nount Beneficially Owned by Each Reporting Person		
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	1,664,00	)1			
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	Not Applicable				
11.	11. Percent of Class Represented by Amount in Row (9)		ss Represented by Amount in Row (9)		
	4.4%				
12.	Type of	Repoi	rting Person		
	PN				

CUSIP No. 3621LQ109 Page 3 of 20

		-				
1.		Name of Reporting Person				
	I.R.S. 10	entifi	cation No. of Above Person (Entities Only)			
	Hatteras	Hatteras Venture Advisors IV SBIC, LLC				
2.			propriate Box if a Member of a Group			
	(a) □					
	( )	( )				
	Not Applicable		le			
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4.	Citizens	hip or	Place of Organization			
	Delawar					
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	Δ	. 4	1,664,001			
9.	Aggrega	te An	nount Beneficially Owned by Each Reporting Person			
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10.			the Aggregate Amount in Row (9) Excludes Certain Shares			
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	Not App	licabl	le			
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	4.4%					
12.	Type of	Repoi	rting Person			
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CUSIP No. 3621LQ109 Page 4 of 20

I.R.S. Identification No. of Above Person (Entities Only)  Hatteras NC Fund, L.P.  2. Check the Appropriate Box if a Member of a Group (a) □ (b) □  Not Applicable  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power  0. Shares Beneficially Owned By Each Reporting Person with  8. Shared Dispositive Power  91.466  9. Aggregate Amount Beneficially Owned by Each Reporting Person 91.466  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares Not Applicable  11. Percent of Class Represented by Amount in Row (9) Less than 1%  12. Type of Reporting Person	1	NI	. D	nating Danger			
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2. Check the Appropriate Box if a Member of a Group (a) □ (b) □ Not Applicable  3. SEC Use Only  4. Citizenship or Place of Organization Delaware    Sole Voting Power   0		1.K.3. 10	1.N.S. Identification 10. of Above 1 cison (Endities Only)				
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Not Applicable  3. SEC Use Only  4. Citizenship or Place of Organization Delaware  5. Sole Voting Power  6. Shares Beneficially Owned By Each Reporting Person with  8. Shared Dispositive Power  91,466  9. Aggregate Amount Beneficially Owned by Each Reporting Person 91,466  10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares Not Applicable  11. Percent of Class Represented by Amount in Row (9) Less than 1%  12. Type of Reporting Person	2.						
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3. SEC Use Only  4. Citizenship or Place of Organization Delaware    Sole Voting Power							
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1.			orting Person	
	1.R.S. 1d	entifi	cation No. of Above Person (Entities Only)	
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1.			orting Person			
	I.R.S. Identification No. of Above Person (Entities Only)					
	Hatteras	Hatteras Venture Partners IV, L.P.				
2.		Check the Appropriate Box if a Member of a Group				
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	Person		0			
	with	8.	Shared Dispositive Power			
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1.	Name of Reporting Person					
	I.R.S. Identification No. of Above Person (Entities Only)					
			are Advisors V, LLC			
2.			propriate Box if a Member of a Group			
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3.	SEC Use	e Only				
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12.	Type of	Repor	ting Person			
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1.	Name of Reporting Person					
	I.R.S. Identification No. of Above Person (Entities Only)					
	Hatteras	Ventu	ure Partners V, L.P.			
2.			propriate Box if a Member of a Group			
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9	Shares	6.	Shared Voting Power			
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	with	8.	Shared Dispositive Power			
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12.	Type of	Repor	rting Person			
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	NT.	· D				
1.	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)					
	1.R.S. Idelithication No. of Above Person (Entitles Only)					
	John C.	John C. Crumpler				
2.			propriate Box if a Member of a Group			
	(a) □	(b)				
	Not App					
3.	SEC Us	e Only	y .			
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	with	8.	Shared Dispositive Power			
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			1,756,462			
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10.	Check E	OUX II	the Aggregate Amount in Now (3) Excludes Certain Shales			
	Not Applicable					
11. Percent of Class Represented by Amount in Row (9)						
	4.6%					
12.	Type of	Repoi	rting Person			
	IN					
	111					

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1.	Name of Reporting Person				
	I.R.S. Id	I.R.S. Identification No. of Above Person (Entities Only)			
	Clay B.	Clay B. Thorp			
2.	Check tl	ne Ap	propriate Box if a Member of a Group		
	(a) □	(b)			
	Not App				
3.	SEC Us	e Only			
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9.	Aggrega	te An	nount Beneficially Owned by Each Reporting Person		
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10.	Check E	ox if	the Aggregate Amount in Row (9) Excludes Certain Shares		
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11.	Percent	of Cla	ss Represented by Amount in Row (9)		
	4.6%				
12.	Type of	Repoi	rting Person		
	IN				

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	1					
1.			orting Person			
	I.R.S. Identification No. of Above Person (Entities Only)					
	Christer	Christy Shaffer				
2.	2. Check the Appropriate Box if a Member of a Group  (a) □ (b) □					
	(a) 🗆	(0)				
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3.	SEC Us					
J.	520 03	c Om	,			
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	Person					
	with	8.	Shared Dispositive Power			
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10.	Check E	Box if	the Aggregate Amount in Row (9) Excludes Certain Shares			
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	Less tha	n 1%				
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	1,7001	- icpo				
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1	Managa	. D	outing Dougan			
1.		Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)				
	1.K.3. 10	1.N.S. Identification 10. of Above 1 cison (Endities Only)				
	Kenneth	Kenneth B. Lee				
2.			propriate Box if a Member of a Group			
	(a) □	(b)				
	Not App					
3.	SEC Us	e Only	<i>y</i>			
	G					
4.	Citizens	hip or	Place of Organization			
	United S	States	of America			
		5.	Sole Voting Power			
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10	4.6%	D	d'un Deuts			
12.	Type of	Kepor	rting Person			
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	11.4					

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1.	Name of Reporting Person					
	I.R.S. Identification No. of Above Person (Entities Only)					
	Donalse	Douglas Reed				
2.						
2. Check the Appropriate Box if a Member of a Group  (a) □ (b) □						
	(a) <u></u>	(0)				
	Not Applicable					
3.	SEC Use Only					
4.	Citizenship or Place of Organization					
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9.	Aggregate Amount Beneficially Owned by Each Reporting Person					
	1,756,46	52				
10.						
	Not Applicable					
11.	Percent of Class Represented by Amount in Row (9)					
	4.607					
10		4.6%				
12.	. Type of Reporting Person					
	IN					
	111					

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1.	Name of Reporting Person					
	I.R.S. Identification No. of Above Person (Entities Only)					
_		Robert A. Ingram				
2.	2. Check the Appropriate Box if a Member of a Group  (a) □ (b) □					
	(a) 🗆	(0)				
	Not Applicable					
3.	SEC Use Only					
4.	Citizenship or Place of Organization					
	United States of America					
		5.	Sole Voting Power			
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9. Aggregate Amount Beneficially Owned by Each Reporting Person						
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	Not Applicable					
11.	Percent of Class Represented by Amount in Row (9)					
	4.6%					
12.	Type of Reporting Person					
	IN					

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## Item 1(a) Name of Issuer

G1 Therapeutics, Inc. (the "Issuer")

#### Item 1(b) Address of Issuer's Principal Executive Offices

700 Park Office Drive, Suite 200, Research Triangle Park, North Carolina 27709.

#### Item 2(a) Name of Person Filing

This Amendment No. 3 to Schedule 13G is being filed by:

Hatteras Venture Partners IV SBIC, L.P. ("HVP SBIC")

Hatteras Venture Advisors IV SBIC, LLC ("HVA SBIC")

Hatteras NC Fund, L.P. ("Hatteras Fund")

Hatteras Venture Advisors IV, LLC ("HVA IV")

Hatteras Venture Partners IV, L.P. ("HVP IV")

Hatteras Venture Advisors V, LLC ("HVA V")

Hatteras Venture Partners V, L.P. ("HVP V")

John C. Crumpler

Clay B. Thorp

Christy Shaffer

Kenneth B. Lee

Douglas Reed

Robert A. Ingram

(collectively, the "Reporting Persons").

### Item 2(b) Address of Principal Business Office, or if none, Residence

280 S. Mangum Street, Suite 350, Durham, North Carolina 27701.

#### Item 2(c) Citizenship

The Reporting Persons are citizens of:

HVP SBIC — Delaware

HVA SBIC — Delaware

Hatteras Fund — Delaware

HVA IV —North Carolina

HVP IV — Delaware

HVA V — North Carolina

HVP V — Delaware

John C. Crumpler — USA

Clay B. Thorp — USA

Christy Shaffer — USA

Kenneth B. Lee — USA

Douglas Reed — USA

Robert A. Ingram — USA

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#### Item 2(d) **Title of Class of Securities**

Common Stock, par value \$0.0001 per share ("Common Stock")

#### Item 2(e) **CUSIP Number**

3621LQ109

#### Item 3. Filing pursuant to Rules 13d-1(b) or 13d-2(b) or (c)

Not Applicable

#### Item 4. **Ownership**

(a) The Reporting Persons are the beneficial owners of an aggregate of 1,756,462 shares of Common Stock, which represents 4.6% of the Issuer's outstanding Common Stock based upon 38,045,935 shares outstanding on November 2, 2020 as reported by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2020 as filed with the Securities and Exchange Commission on November 4, 2020. The Reporting Persons' beneficial ownership consists of 1,664,001 shares of Common Stock held directly by HVP SBIC, 91,466 shares of Common Stock held directly by Hatteras Fund and 995 shares of Common Stock held directly by HVA V.

HVA SBIC is the general partner of HVP SBIC. HVA IV is the general partner of HVP IV and Hatteras Fund. HVA V is the general partner of HVP V. The shares are held directly by HVP SBIC, Hatteras Fund and HVA V. The shares held by HVP SBIC and Hatteras Fund are indirectly held by the individual managing members of the general partners, HVA SBIC and HVA IV, respectively, (collectively, the "GP Managing Members"). The GP Managing Members are John C. Crumpler, Clay B. Thorp, Kenneth B. Lee, Douglas Reed and Robert A. Ingram. The GP Managing Members may share voting and dispositive power over the securities directly held by HVP SBIC and Hatteras Fund. The shares held by HVA V are indirectly held by the individual management members of the general partner, HVP V (the "Managing Members"). The Management Members are John C. Crumpler, Clay B. Thorp, Christy Shaffer, Douglas Reed and Robert A. Ingram. The Managing Members may share voting and dispositive power over the securities directly held by HVA V.

#### (b) Percent of class:

HVP SBIC — 4.4% HVA SBIC — 4.4% Hatteras Fund — Less than 1% HVA IV — Less than 1% HVP IV — Less than 1% HVA V — Less than 1% HVP V — Less than 1% John C. Crumpler — 4.6% Clay B. Thorp — 4.6% Christy Shaffer — Less than 1% Kenneth B. Lee — 4.6%

Douglas Reed — 4.6% Robert A. Ingram — 4.6%

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- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote:

```
HVP SBIC — 1,664,001

HVA SBIC — 1,664,001

Hatteras Fund — 91,466

HVA IV — 91,466

HVP IV — 995

HVP V — 995

John C. Crumpler — 1,756,462

Clay B. Thorp — 1,756,462

Christy Shaffer — 995

Kenneth B. Lee — 1,755,467

Douglas Reed — 1,756,462

Robert A. Ingram — 1,756,462
```

- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of:

```
HVP SBIC — 1,664,001

HVA SBIC — 1,664,001

Hatteras Fund — 91,466

HVA IV — 91,466

HVP IV — 91,466

HVA V — 995

HVP V — 995

John C. Crumpler — 1,756,462

Clay B. Thorp — 1,756,462

Christy Shaffer — 995

Kenneth B. Lee — 1,755,467

Douglas Reed — 1,756,462

Robert A. Ingram — 1,756,462
```

### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  $\boxtimes$ 

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

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## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

#### Item 8. Identification and Classification of Members of the Group

Not Applicable

#### Item 9. Notice of Dissolution of Group

Not Applicable

#### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

#### **Exhibit Index**

Exhibit A –Agreement Regarding the Joint Filing of Schedule 13G is incorporated by reference to Exhibit A to the Schedule 13G filed by the Reporting Persons on February 13, 2018.

Exhibit B – Power of Attorney is incorporated by reference to Exhibit B to the Schedule 13G filed by the Reporting Persons on February 13, 2018.

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#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2021

HATTERAS VENTURE PARTNERS IV SBIC, L.P.

By: Hatteras Venture Advisors IV SBIC, LLC, its general partner

By: /s/ Clay B. Thorp

Manager

HATTERAS VENTURE ADVISORS IV SBIC, LLC

By: /s/ Clay B. Thorp

Manager

HATTERAS NC FUND, L.P.

By: Hatteras Venture Advisors IV, LLC, its general partner

By: /s/ Clay B. Thorp

Manager

HATTERAS VENTURE ADVISORS IV, LLC

By: /s/ Clay B. Thorp

Manager

HATTERAS VENTURE PARTNERS IV, L.P.

By: Hatteras Venture Advisors IV, LLC, its general partner

By: /s/ Clay B. Thorp

Manager

HATTERAS VENTURE ADVISORS V, LLC

By: /s/ Clay B. Thorp

Manager

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## HATTERAS VENTURE PARTNERS V, L.P.

By: Hatteras venture Advisors V, LLC, its general partner						
By: /s/ Clay B. Thorp						
Manager						
*						
John C. Crumpler						
*						
Clay B. Thorp						
*						
Christy Shaffer						
*						
Kenneth B. Lee						
*						
Douglas Reed						
*						
Robert A. Ingram						
By: /s/ Clay B. Thorp						
Clay B. Thorp, as Attorney-in-Fact						

<sup>\*</sup> This Amendment No. 3 to Schedule 13G was executed by Clay B. Thorp on behalf of the filers listed above pursuant to a Power of Attorney, a copy of which was previously filed with the Reporting Persons' Schedule 13G filed with the SEC on February 13, 2018.