

TG THERAPEUTICS, INC.  
Form 10-Q/A  
May 15, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q/A**

**Amendment No. 1**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2012**

**OR**

**“ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 000-30929**

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**TG THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

Delaware

13-4087132

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(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**787 Seventh Avenue**

**New York, New York 10019**

(Address including zip code of principal executive offices)

**(212) 554-4484**

(Registrant's telephone number, including area code)

**MANHATTAN PHARMACEUTICALS, INC.**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

x Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

There were 14,917,658 shares of the registrant's common stock, \$0.001 par value, outstanding as of May 10, 2012.

**EXPLANATORY NOTE**

TG THERAPEUTICS, INC. (the “Company”) is filing this amendment (the “Form 10-Q/A”) to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (the “Form 10-Q”), filed with the U.S. Securities and Exchange Commission on May 14, 2012, solely to correct an error to the exhibits. While the exhibit list of the Form 10-Q correctly included both the TG Therapeutics, Inc. Amended and Restated 2012 Incentive Plan, dated May 14, 2012, and Powers of Attorney for Laurence N. Charney, William J. Kennedy and Mark Schoenebaum, these four exhibits were inadvertently omitted from the filing. They are now being filed with the 10-Q/A.

This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q. Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures.

**ITEM 6. EXHIBITS**

The exhibits listed on the Exhibit Index are included with this report.

10.1 TG Therapeutics, Inc. Amended and Restated 2012 Incentive Plan, dated May 14, 2012.

24 Powers of Attorney for Laurence N. Charney, William J. Kennedy and Mark Schoenebaum.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 15, 2012.

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 15, 2012.

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 15, 2012.

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 15, 2012.

**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.

TG  
THERAPEUTICS,  
INC.

Date: May 15, 2012 By: /s/ Sean A.  
Power  
Chief  
Financial  
Officer  
Principal  
Financial and  
Accounting  
Officer

**EXHIBIT INDEX**

The following exhibits are included as part of this Amendment No. 1 to the Quarterly Report on Form 10-Q:

10.1 TG Therapeutics, Inc. Amended and Restated 2012 Incentive Plan, dated May 14, 2012.

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