

TG THERAPEUTICS, INC.
Form SC 13G/A
February 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 2)

Under the Securities Exchange Act of 1934

TG Therapeutics, Inc.
(Name of Issuer)

Common Stock, \$0.001 Par Value
(Title of Class of Securities)

88322Q108
(CUSIP Number)

December 31, 2016
(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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 (however, see the Notes).

SCHEDULE 13G/A

CUSIP No. 88322Q108

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bridger Management, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

4,921,059 ⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

4,921,059 ⁽¹⁾

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,921,059 ⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.0% ⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

(1) Represents the Reporting Person's beneficial ownership as of December 31, 2016 and February 14, 2017.

(2) Represents the percentage as of December 31, 2016 and February 16, 2017 based on 54,731,109 shares of common stock outstanding as of November 1, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016.

SCHEDULE 13G/A

CUSIP No. 88322Q108

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Roberto Mignone

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

4,921,059 ⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

4,921,059 ⁽¹⁾

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,921,059 ⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE

INSTRUCTIONS)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

9.0% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IN

(1) Represents the Reporting Person's beneficial ownership as of December 31, 2016 and February 14, 2017.

(2) Represents the percentage as of December 31, 2016 and February 16, 2017 based on 54,731,109 shares of common stock outstanding as of November 1, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on November 9, 2016.

Item Name of Issuer: TG Therapeutics, Inc.

1(a).

Item Address of Issuer's Principal Executive Offices:

1(b).

2 Gansevoort Street, 9th Floor, New York, New York 10014

Item Name of Persons Filing, Address of Principal Business Office, Citizenship:

2(a,

b, c).

Bridger Management, LLC, a Delaware limited liability company, 90 Park Avenue – 4th Floor, New York, NY 10016

Mr. Roberto Mignone (“Mr. Mignone”), 90 Park Avenue – 4th Floor, New York, NY 10016. Mr. Mignone is a United States citizen.

Item Title of Class of Securities: Common Stock, \$0.001 par value (the “Common Stock”)

2(d).

Item CUSIP Number: 88322Q108

2(e).

Item Not Applicable.

3.

Item Ownership.

4.

Information with respect to the Reporting Persons' ownership of the Common Stock as of December 31, 2016 and February 14, 2017, is incorporated by reference to items (5) - (9) and (11) of the cover page of the respective Reporting Person.

Swiftcurrent Offshore Master Ltd., Swiftcurrent Partners L.P. and Bridger Healthcare, Ltd. are the owners of record of the Common Stock reported herein. Bridger Management, LLC is the investment adviser to Swiftcurrent Offshore Master Ltd., Swiftcurrent Partners L.P. and Bridger Healthcare, Ltd. Mr. Mignone is the manager of Bridger Management, LLC. Each of Bridger Management, LLC and Mr. Mignone may be deemed to share beneficial ownership of the Common Stock reported herein.

Item Ownership of Five Percent or less of a Class:

5.

Not Applicable

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

6.

See Item 4.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company or Control Person.

Not Applicable.

Item Identification and Classification of Members of the Group.

8.

Not Applicable.

Item Notice of Dissolution of Group.

9.

Not Applicable.

Item Certification.

10.

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.

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.

DATED: February 14, 2017

BRIDGER
MANAGEMENT, LLC

By: /s/ Roberto Mignone
Roberto Mignone,
Manager

/s/ Roberto Mignone
Roberto Mignone,
Individually

EXHIBIT INDEX

Exhibit I: Joint Filing Statement Pursuant to Rule 13d-1(k)

Exhibit I

JOINT FILING STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2017

BRIDGER
MANAGEMENT, LLC

By: /s/ Roberto Mignone
Roberto Mignone,
Manager

/s/ Roberto Mignone
Roberto Mignone,
Individually