

TG THERAPEUTICS, INC.
Form SC 13G
March 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

TG Therapeutics, Inc.

(Name of Issuer)

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

88322Q108
(CUSIP Number)

March 1, 2019
(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)

o 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).



CUSIP No. 88322Q108

SCHEDULE 13G

Page 2 of 8 Pages

NAME OF REPORTING PERSONS

1

BRIDGER MANAGEMENT, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

4,991,531

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,991,531

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,991,531

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.67% (1)

12

TYPE OF REPORTING PERSON

IA

(1) Based on 87,970,546 shares of common stock, \$0.001 Par Value ("Common Stock") outstanding as of March 5, 2019, as the Issuer reported in its Form 424B5 filed with the SEC on March 5, 2019.

CUSIP No. 88322Q108

SCHEDULE 13G

Page 3 of 8 Pages

NAME OF REPORTING PERSONS

1

ROBERTO MIGNONE

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

4,991,531

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

4,991,531

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,991,531

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.67% (1)

12

TYPE OF REPORTING PERSON

IN

(1) Based on 87,970,546 shares of Common Stock outstanding as of March 5, 2019, as the Issuer reported in its Form 424B5 filed with the SEC on March 5, 2019.

CUSIP No. 88322Q108

SCHEDULE 13G

Page 4 of 8 Pages

Item 1. (a) Name of Issuer

TG Therapeutics, Inc.

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

2 Gansevoort Street, 9th Floor

New York, New York 10014

Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:

Bridger Management, LLC, a Delaware limited liability company, 90 Park Avenue – 40th Floor, New York, NY 10016.

Mr. Roberto Mignone (“Mr. Mignone”), 90 Park Avenue – 40th Floor, New York, NY 10016. Mr. Mignone is a United States citizen.

Item 2. (d) Title of Class of Securities

Common Stock, \$0.001 par value

Item 2. (e) CUSIP No.:

88322Q108

Item 3. Not Applicable.

CUSIP No. 88322Q108

SCHEDULE 13G

Page 5 of 8 Pages

Item 4. Ownership

Information with respect to the Reporting Persons' ownership of the Common Stock as of March 1, 2019, 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 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 [].

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

See Item 4.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

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.

[Signature Page Follows:]

CUSIP No. 88322Q108

SCHEDULE 13G

Page 6 of 8 Pages

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: March 11, 2019

BRIDGER MANAGEMENT, LLC By: */s/ Roberto Mignone* Roberto Mignone, Manager

CUSIP No. 88322Q108

SCHEDULE 13G

Page 7 of 8 Pages

EXHIBIT INDEX

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

CUSIP No. 88322Q108

SCHEDULE 13G

Page 8 of 8 Pages

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: March 11, 2019

BRIDGER MANAGEMENT, LLC By: */s/ Roberto Mignone* Roberto Mignone, Manager