

TG THERAPEUTICS, INC.
Form SC 13G
March 07, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

TG THERAPEUTICS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(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)
- 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).

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1 NAMES OF REPORTING PERSONS Integrated Core Strategies (US) LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 5,914,259	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 5,914,259	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,914,259	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.7%	

12TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS Millennium Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 5,914,259	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 5,914,259	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,914,259	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.7%	

12TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS Millennium Group Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER -0-	
6 SHARED VOTING POWER 5,914,259	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 5,914,259	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,914,259	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.7%	

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1 NAMES OF REPORTING PERSONS Israel A. Englander	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States	
5 SOLE VOTING POWER -0-	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER 5,914,259	
7 SOLE DISPOSITIVE POWER -0-	
8 SHARED DISPOSITIVE POWER 5,914,259	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,914,259	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.7%

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Item 1.

(a)Name of Issuer:

TG Therapeutics, Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

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

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

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Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities:common stock, par value \$0.001 per share ("Common Stock").

(e)CUSIP Number:88322Q108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the close of business on March 6, 2019, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 5,914,259 shares of the Issuer's Common Stock (consisting of 4,951,659 shares of the Issuer's Common Stock and listed options to purchase 962,600 shares of the Issuer's Common Stock) or 6.7% of the Issuer's Common Stock outstanding.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies.

Israel A. Englander, a United States citizen ("Mr. Englander"), controls the managing member of Millennium Group Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies.

The foregoing should not be construed in and of itself as an admission by Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies.

(b) Percent of Class:

As of the close of business on March 6, 2019, Integrated Core Strategies, Millennium Management, Millennium Group Management and Mr. Englander beneficially owned or may be deemed to have beneficially owned, as the case may be, 5,914,259 shares of the Issuer's Common Stock or 6.7% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 87,970,546 shares of the Issuer's Common Stock outstanding as of March 5, 2019, as per the Issuer's prospectus supplement dated March 1, 2019.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

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(ii) Shared power to vote or to direct the vote

5,914,259 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

5,914,259 (See Item 4(b))

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 o .

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

Not applicable.

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

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of March 6, 2019, by and among Integrated Core Strategies (US) LLC, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: March 6, 2019

INTEGRATED CORE STRATEGIES (US) LLC By: /s/Mark Meskin

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

Name: Mark Meskin
Title: Chief Trading Officer

Israel A. Englander

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EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.001 per share, of TG Therapeutics, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: March 6, 2019

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander

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om"> 1,006 8,604 1,757 32,610

Revisions

(1,056) 88 (193) (55) 1,855 (4) 635

Improved recovery

Purchases

Sales

(12) (17) (8) (24) (61)

Extensions/discoveries

229 16 10 12 7 412 686

Production

(555) (263) (876) (45) (585) (144) (2,468)

December 31, 2008

11,778 1,383 5,445 918 9,857 2,021 31,402

Proportional interest in proved reserves of equity companies

End of year 2008

112 11,839 22,526 34,477

Net proved developed and undeveloped reserves of consolidated subsidiaries

January 1, 2009

11,778 1,383 5,445 918 9,857 2,021 31,402 12,810

Revisions

320 248 79 45 (980) 40 (248) 2,183

Improved recovery

Purchases

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8 8 1

Sales

(10) (2) (1) (13) (5)

Extensions/discoveries

158 11 5,507 5,676 1,088

Production

(566) (261) (800) (43) (585) (128) (2,383) (1,122)

December 31, 2009

11,688 1,368 4,723 920 8,303 7,440 34,442 14,955

Proportional interest in proved reserves of equity companies

January 1, 2009

112 11,839 22,526 34,477 8,305

Revisions

8 186 189 383 71

Improved recovery

15

Purchases

Sales

Extensions/discoveries

18 18 3

Production

(6) (593) (714) (1,313) (364)

December 31, 2009

114 11,450 22,001 33,565 8,030

Total proved reserves at December 31, 2009

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11,802 1,368 16,173 920 30,304 7,440 68,007 22,985

- (1) *Includes total proved reserves attributable to Imperial Oil Limited of 593 billion cubic feet in 2008, 590 billion cubic feet in 2009 and 576 billion cubic feet in 2010, as well as proved developed reserves of 513 billion cubic feet in 2008, 526 billion cubic feet in 2009 and 507 billion cubic feet in 2010, and in addition, proved undeveloped reserves of 64 billion cubic feet in 2009 and 69 billion cubic feet in 2010, in which there is a 30.4 percent noncontrolling interest.*
- (2) *Natural gas is converted to oil-equivalent basis at six million cubic feet per one thousand barrels.*

Table of Contents**Index to Financial Statements****SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES (unaudited)**

Natural Gas and Oil-Equivalent Proved Reserves (continued)

	United States	Canada/ S. Amer. ⁽¹⁾	Natural Gas				Australia/ Oceania	Total	Oil-Equivalent
			Europe	Africa	Asia	Total All Products ⁽²⁾ (millions of oil-equivalent barrels)			
<i>(billions of cubic feet)</i>									
Net proved developed and undeveloped reserves of consolidated subsidiaries									
January 1, 2010	11,688	1,368	4,723	920	8,303	7,440	34,442	14,955	
Revisions	832	123	(26)	6	(333)	42	644	475	
Improved recovery								5	
Purchases	12,774		15				12,789	2,510	
Sales	(104)	(2)					(106)	(38)	
Extensions/discoveries	1,861	3	49	25	25	1	1,964	509	
Production	(1,057)	(234)	(719)	(43)	(735)	(132)	(2,920)	(1,196)	
December 31, 2010	25,994	1,258	4,042	908	7,260	7,351	46,813	17,220	
Proportional interest in proved reserves of equity companies									
January 1, 2010	114		11,450		22,001		33,565	8,030	
Revisions	8		(4)		231		235	30	
Improved recovery									
Purchases									
Sales									
Extensions/discoveries			24				24	7	
Production	(5)		(724)		(1,093)		(1,822)	(478)	
December 31, 2010	117		10,746		21,139		32,002	7,589	
Total proved reserves at December 31, 2010	26,111	1,258	14,788	908	28,399	7,351	78,815	24,809	

(See footnotes on previous page)

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Natural Gas and Oil-Equivalent Proved Reserves (continued)

	United States	Canada/ S. Amer. ⁽¹⁾	Natural Gas				Australia/ Oceania	Total	Oil-Equivalent
			Europe	Africa	Asia	Total All Products ⁽²⁾ (millions of oil-equivalent barrels)			
<i>(billions of cubic feet)</i>									
Proved developed reserves, as of January 1, 2008									
Consolidated subsidiaries	8,373	1,303	5,064	773	4,562	1,403	21,478		
Equity companies	104		9,679		9,459		19,242		
Proved developed reserves, as of December 31, 2008									
Consolidated subsidiaries	7,835	1,148	4,426	738	5,257	1,346	20,750		
Equity companies	96		9,284		12,619		21,999		
Proved developed reserves, as of December 31, 2009									
Consolidated subsidiaries	7,492	1,200	3,920	739	7,407	1,262	22,020	9,111	
Equity companies	90		8,862		17,799		26,751	6,356	
Proved undeveloped reserves, as of December 31, 2009									
Consolidated subsidiaries	4,196	168	803	181	896	6,178	12,422	5,844	
Equity companies	24		2,588		4,202		6,814	1,674	
Total proved reserves at December 31, 2009									
	11,802	1,368	16,173	920	30,304	7,440	68,007	22,985	
Proved developed reserves, as of December 31, 2010									
Consolidated subsidiaries	15,344	1,077	3,516	711	6,593	1,174	28,415	10,408	
Equity companies	97		8,167		20,494		28,758	6,708	
Proved undeveloped reserves, as of December 31, 2010									
Consolidated subsidiaries	10,650	181	526	197	667	6,177	18,398	6,812	
Equity companies	20		2,579		645		3,244	881	
Total proved reserves at December 31, 2010									
	26,111	1,258	14,788	908	28,399	7,351	78,815	24,809	

(See footnotes on page 111)

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As required by the Financial Accounting Standards Board, the standardized measure of discounted future net cash flows was computed through 2008 by applying year-end prices, costs and legislated tax rates and a discount factor of 10 percent to net proved reserves. Beginning in 2009, the standardized measure of discounted future net cash flows is computed by applying first-day-of-the-month average prices, year-end costs and legislated tax rates and a discount factor of 10 percent to proved reserves. The standardized measure includes costs for future dismantlement, abandonment and rehabilitation obligations. The Corporation believes the standardized measure does not provide a reliable estimate of the Corporation's expected future cash flows to be obtained from the development and production of its oil and gas properties or of the value of its proved oil and gas reserves. The standardized measure is prepared on the basis of certain prescribed assumptions including first-day-of-the-month average prices, which represent discrete points in time and therefore may cause significant variability in cash flows from year to year as prices change.

Standardized Measure of Discounted Future Cash Flows	United States	Canada/ South America ⁽¹⁾	Europe	Africa	Asia	Australia/ Oceania	Total
Consolidated Subsidiaries							
As of December 31, 2008							
Future cash inflows from sales of oil and gas	\$ 104,441	\$ 22,952	\$ 71,879	\$ 74,426	\$ 80,314	\$ 10,437	\$ 364,449
Future production costs	44,230	13,113	19,485	24,403	22,826	5,334	129,391
Future development costs	19,828	6,156	8,765	16,064	11,496	2,134	64,443
Future income tax expenses	17,857	961	24,729	16,870	26,218	917	87,552
Future net cash flows	\$ 22,526	\$ 2,722	\$ 18,900	\$ 17,089	\$ 19,774	\$ 2,052	\$ 83,063
Effect of discounting net cash flows at 10%	13,107	(239)	7,602	8,052	13,031	941	42,494
Discounted future net cash flows	\$ 9,419	\$ 2,961	\$ 11,298	\$ 9,037	\$ 6,743	\$ 1,111	\$ 40,569

Proportional interest in standardized measure of discounted future net cash flows related to proved reserves of equity companies	\$ 2,354	\$	\$ 12,507	\$	\$ 30,588	\$	\$ 45,449
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Consolidated Subsidiaries							
As of December 31, 2009							
Future cash inflows from sales of oil and gas	\$ 112,408	\$ 147,597	\$ 54,074	\$ 110,475	\$ 121,110	\$ 39,127	\$ 584,791
Future production costs	47,660	62,241	16,412	28,679	29,769	12,571	197,332
Future development costs	15,544	25,738	12,565	15,155	10,256	11,655	90,913
Future income tax expenses	22,058	14,572	16,065	32,784	46,286	4,739	136,504
Future net cash flows	\$ 27,146	\$ 45,046	\$ 9,032	\$ 33,857	\$ 34,799	\$ 10,162	\$ 160,042
Effect of discounting net cash flows at 10%	15,563	31,980	2,569	14,192	20,698	9,194	94,196
Discounted future net cash flows	\$ 11,583	\$ 13,066	\$ 6,463	\$ 19,665	\$ 14,101	\$ 968	\$ 65,846

Equity Companies

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As of December 31, 2009							
Future cash inflows from sales of oil and gas	\$ 19,705	\$	\$ 94,401	\$	\$ 180,253	\$	\$ 294,359
Future production costs	5,847		60,869		54,493		121,209
Future development costs	2,862		3,220		2,759		8,841
Future income tax expenses			12,003		44,733		56,736
Future net cash flows	\$ 10,996	\$	\$ 18,309	\$	\$ 78,268	\$	\$ 107,573
Effect of discounting net cash flows at 10%	6,332		9,845		42,086		58,263
Discounted future net cash flows	\$ 4,664	\$	\$ 8,464	\$	\$ 36,182	\$	\$ 49,310
Total consolidated and equity interests in standardized measure of discounted future net cash flows							
	\$ 16,247	\$	13,066	\$ 14,927	\$ 19,665	\$ 50,283	\$ 968 \$ 115,156

(1) Includes discounted future net cash flows attributable to Imperial Oil Limited of \$1,033 million in 2008 and \$10,088 million in 2009, in which there is a 30.4 percent noncontrolling interest.

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Standardized Measure of Discounted Future Cash Flows (continued)	United States	Canada/ South America ⁽¹⁾	Europe	Africa	Asia	Australia/ Oceania	Total
	<i>(millions of dollars)</i>						
Consolidated Subsidiaries							
As of December 31, 2010							
Future cash inflows from sales of oil and gas	\$ 221,298	\$ 184,671	\$ 60,086	\$ 137,476	\$ 156,337	\$ 55,087	\$ 814,955
Future production costs	76,992	69,765	15,246	31,189	36,318	16,347	245,857
Future development costs	28,905	22,130	12,155	15,170	13,716	11,652	103,728
Future income tax expenses	44,128	21,798	21,736	46,145	59,477	9,591	202,875
Future net cash flows	\$ 71,273	\$ 70,978	\$ 10,949	\$ 44,972	\$ 46,826	\$ 17,497	\$ 262,495
Effect of discounting net cash flows at 10%	39,545	45,607	2,765	18,046	28,883	13,411	148,257
Discounted future net cash flows	\$ 31,728	\$ 25,371	\$ 8,184	\$ 26,926	\$ 17,943	\$ 4,086	\$ 114,238
Equity Companies							
As of December 31, 2010							
Future cash inflows from sales of oil and gas	\$ 26,110	\$	\$ 73,222	\$	\$ 232,334	\$	\$ 331,666
Future production costs	6,369		49,010		73,508		128,887
Future development costs	2,883		2,719		2,523		8,125
Future income tax expenses			8,348		57,041		65,389
Future net cash flows	\$ 16,858	\$	\$ 13,145	\$	\$ 99,262	\$	\$ 129,265
Effect of discounting net cash flows at 10%	9,612		6,857		51,512		67,981
Discounted future net cash flows	\$ 7,246	\$	\$ 6,288	\$	\$ 47,750	\$	\$ 61,284
Total consolidated and equity interests in standardized measure of discounted future net cash flows							
	\$ 38,974	\$ 25,371	\$ 14,472	\$ 26,926	\$ 65,693	\$ 4,086	\$ 175,522

(1) Includes discounted future net cash flows attributable to Imperial Oil Limited of \$19,834 million in 2010, in which there is a 30.4 percent noncontrolling interest.

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Consolidated Subsidiaries	2008 (millions of dollars)
Discounted future net cash flows as of December 31, 2007	\$ 126,173
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	(303)
Changes in value of previous-year reserves due to:	
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(62,685)
Development costs incurred during the year	11,649
Net change in prices, lifting and development costs	(178,960)
Revisions of previous reserves estimates	7,652
Accretion of discount	21,463
Net change in income taxes	115,580
Total change in the standardized measure during the year for consolidated subsidiaries	\$ (85,604)
Discounted future net cash flows as of December 31, 2008	\$ 40,569

Change in Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil Gas Reserves

Consolidated and Equity Interests	2009 (millions of dollars)		
	Consolidated Subsidiaries	Share of Equity Method Investees	Total Consolidated and Equity Interests
Discounted future net cash flows as of December 31, 2008	\$ 40,569	\$ 45,449	\$ 86,018
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	2,138	280	2,418
Changes in value of previous-year reserves due to:			
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(35,384)	(10,288)	(45,672)
Development costs incurred during the year	13,549	1,017	14,566
Net change in prices, lifting and development costs	51,627	9,245	60,872
Revisions of previous reserves estimates	8,805	858	9,663
Accretion of discount	6,943	5,214	12,157
Net change in income taxes	(22,401)	(2,465)	(24,866)
Total change in the standardized measure during the year	\$ 25,277	\$ 3,861	\$ 29,138 ⁽¹⁾⁽²⁾
Discounted future net cash flows as of December 31, 2009	\$ 65,846	\$ 49,310	\$ 115,156

(1) Discounted future net cash flows associated with synthetic oil reserves and bitumen mining operations in 2009 were \$5,268 million. Cold Lake bitumen operations had been included in discounted future net cash flows in previous years as an oil and gas operation.

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- (2) *The estimated impact of adopting the reliable technology definition and changing from year-end price to first-day-of-the-month average prices in the Securities and Exchange Commission's Rule 4-10 of Regulation S-X was de minimis on discounted future net cash flows for consolidated and equity subsidiaries in 2009.*

Table of Contents**Index to Financial Statements****Change in Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves****Consolidated and Equity Interests (continued)**

	Consolidated Subsidiaries	2010 Share of Equity Method Investees <i>(millions of dollars)</i>	Total Consolidated and Equity Interests
Discounted future net cash flows as of December 31, 2009	\$ 65,846	\$ 49,310	\$ 115,156
Value of reserves added during the year due to extensions, discoveries, improved recovery and net purchases less related costs	20,093	210	20,303
Changes in value of previous-year reserves due to:			
Sales and transfers of oil and gas produced during the year, net of production (lifting) costs	(46,078)	(16,050)	(62,128)
Development costs incurred during the year	20,975	843	21,818
Net change in prices, lifting and development costs	61,612	23,135	84,747
Revisions of previous reserves estimates	14,770	3,605	18,375
Accretion of discount	10,399	5,775	16,174
Net change in income taxes	(33,379)	(5,544)	(38,923)
Total change in the standardized measure during the year	\$ 48,392	\$ 11,974	\$ 60,366
Discounted future net cash flows as of December 31, 2010	\$ 114,238	\$ 61,284	\$ 175,522

Table of Contents**Index to Financial Statements****OPERATING SUMMARY** (unaudited)

	2010	2009	2008	2007	2006
	<i>(thousands of barrels daily)</i>				
Production of crude oil, natural gas liquids, synthetic oil and bitumen					
Net production					
United States	408	384	367	392	414
Canada/South America	263	267	292	324	354
Europe	335	379	428	480	520
Africa	628	685	652	717	781
Asia	730	607	599	629	535
Australia/Oceania	58	65	67	74	77
Worldwide	2,422	2,387	2,405	2,616	2,681
	<i>(millions of cubic feet daily)</i>				
Natural gas production available for sale					
Net production					
United States	2,596	1,275	1,246	1,468	1,625
Canada/South America	569	643	640	808	935
Europe	3,836	3,689	3,949	3,810	4,086
Africa	14	19	32	26	
Asia	4,801	3,332	2,870	2,883	2,358
Australia/Oceania	332	315	358	389	330
Worldwide	12,148	9,273	9,095	9,384	9,334
	<i>(thousands of oil-equivalent barrels daily)</i>				
Oil-equivalent production (1)	4,447	3,932	3,921	4,180	4,237
	<i>(thousands of barrels daily)</i>				
Refinery throughput					
United States	1,753	1,767	1,702	1,746	1,760
Canada	444	413	446	442	442
Europe	1,538	1,548	1,601	1,642	1,672
Asia Pacific	1,249	1,328	1,352	1,416	1,434
Other Non-U.S.	269	294	315	325	295
Worldwide	5,253	5,350	5,416	5,571	5,603
Petroleum product sales (2)					
United States	2,511	2,523	2,540	2,717	2,729
Canada	450	413	444	461	473
Europe	1,611	1,625	1,712	1,773	1,813
Asia Pacific and other Eastern Hemisphere	1,562	1,588	1,646	1,701	1,763
Latin America	280	279	419	447	469
Worldwide	6,414	6,428	6,761	7,099	7,247
Gasoline, naphthas	2,611	2,573	2,654	2,850	2,866

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Heating oils, kerosene, diesel oils	1,951	2,013	2,096	2,094	2,191
Aviation fuels	476	536	607	641	651
Heavy fuels	603	598	636	715	682
Specialty petroleum products	773	708	768	799	857
Worldwide	6,414	6,428	6,761	7,099	7,247
				<i>(thousands of metric tons)</i>	
Chemical prime product sales					
United States	9,815	9,649	9,526	10,855	10,703
Non-U.S.	16,076	15,176	15,456	16,625	16,647
Worldwide	25,891	24,825	24,982	27,480	27,350

Operating statistics include 100 percent of operations of majority-owned subsidiaries; for other companies, crude production, gas, petroleum product and chemical prime product sales include ExxonMobil's ownership percentage and refining throughput includes quantities processed for ExxonMobil. Net production excludes royalties and quantities due others when produced, whether payment is made in kind or cash.

- (1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.
- (2) Petroleum product sales data reported net of purchases/sales contracts with the same counterparty.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

EXXON MOBIL CORPORATION

By: /s/ REX W. TILLERSON
(Rex W. Tillerson,
Chairman of the Board)

Dated February 25, 2011

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Beverley A. Babcock, Randall M. Ebner and Robert N. Schleckser and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ REX W. TILLERSON

Chairman of the Board

February 25, 2011

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(Rex W. Tillerson)

(Principal Executive Officer)

/s/ MICHAEL J. BOSKIN

Director

February 25, 2011

(Michael J. Boskin)

/s/ PETER BRABECK-LETMATHE

Director

February 25, 2011

(Peter Brabeck-Letmathe)

/s/ LARRY R. FAULKNER

Director

February 25, 2011

(Larry R. Faulkner)

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/s/ JAY S. FISHMAN (Jay S. Fishman)	Director	February 25, 2011
/s/ KENNETH C. FRAZIER (Kenneth C. Frazier)	Director	February 25, 2011
/s/ WILLIAM W. GEORGE (William W. George)	Director	February 25, 2011
/s/ MARILYN CARLSON NELSON (Marilyn Carlson Nelson)	Director	February 25, 2011
/s/ SAMUEL J. PALMISANO (Samuel J. Palmisano)	Director	February 25, 2011
/s/ STEVEN S REINEMUND (Steven S Reinemund)	Director	February 25, 2011
/s/ EDWARD E. WHITACRE, JR. (Edward E. Whitacre, Jr.)	Director	February 25, 2011
/s/ DONALD D. HUMPHREYS (Donald D. Humphreys)	Treasurer (Principal Financial Officer)	February 25, 2011
/s/ PATRICK T. MULVA (Patrick T. Mulva)	Controller (Principal Accounting Officer)	February 25, 2011

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INDEX TO EXHIBITS

- 3(i) Restated Certificate of Incorporation, as restated November 30, 1999, and as further amended effective June 20, 2001 (incorporated by reference to Exhibit 3(i) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006).
- 3(ii) By-Laws, as revised to July 31, 2002 (incorporated by reference to Exhibit 3(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).
- 10(iii)(a.1) 2003 Incentive Program (incorporated by reference to Exhibit 10(iii)(a.1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008).*
- 10(iii)(a.2) Form of stock option granted to executive officers (incorporated by reference to Exhibit 10(iii)(a.2) to the Registrant's Annual Report on Form 10-K for 2009).*
- 10(iii)(a.3) Form of restricted stock agreement with executive officers (incorporated by reference to Exhibit 99.2 to the Registrant's Report on Form 8-K on November 30, 2010).*
- 10(iii)(b.1) Short Term Incentive Program, as amended (incorporated by reference to Exhibit 99.3 to the Registrant's Report on Form 8-K on December 1, 2009).*
- 10(iii)(b.2) Form of Earnings Bonus Unit granted to executive officers (incorporated by reference to Exhibit 99.1 to the Registrant's Report on Form 8-K on November 30, 2010).*
- 10(iii)(c.1) ExxonMobil Supplemental Savings Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Report on Form 8-K on November 2, 2007).*
- 10(iii)(c.2) ExxonMobil Supplemental Pension Plan (incorporated by reference to Exhibit 10(iii)(c.2) to the Registrant's Report on Form 8-K on October 12, 2006).*
- 10(iii)(c.3) ExxonMobil Additional Payments Plan (incorporated by reference to Exhibit 10(iii)(c.3) to the Registrant's Report on Form 8-K on October 12, 2006).*
- 10(iii)(d) ExxonMobil Executive Life Insurance and Death Benefit Plan (incorporated by reference to Exhibit 10(iii)(d) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007).*
- 10(iii)(f.1) 2004 Non-Employee Director Restricted Stock Plan (incorporated by reference to Exhibit 10(iii)(f.1) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009).*
- 10(iii)(f.2) Standing resolution for non-employee director restricted grants dated September 26, 2007 (incorporated by reference to Exhibit 99.2 to the Registrant's Report on Form 8-K on September 27, 2007).*
- 10(iii)(f.3) Form of restricted stock grant letter for non-employee directors (incorporated by reference to Exhibit 10(iii)(f.3) to the Registrant's Annual Report on Form 10-K for 2009).*
- 10(iii)(f.4) Standing resolution for non-employee director cash fees dated September 28, 2009 (incorporated by reference to Exhibit 99.1 to the Registrant's Report on Form 8-K on October 28, 2009).*
- 10(iii)(f.5) Extended Provisions for Restricted Stock Unit Agreements-Settlement in Shares.*

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INDEX TO EXHIBITS (continued)

10(iii)(g.3)	1984 Mobil Compensation Management Retention Plan, as amended and restated on September 27, 2007 (incorporated by reference to Exhibit 99.1 to the Registrant's Report on Form 8-K on September 27, 2007).*
12	Computation of ratio of earnings to fixed charges.
14	Code of Ethics and Business Conduct (incorporated by reference to Exhibit 14 to the Registrant's Annual Report on Form 10-K for 2008).
21	Subsidiaries of the registrant.
23	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.
32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
101	Interactive data files.

* Compensatory plan or arrangement required to be identified pursuant to Item 15(a)(3) of this Annual Report on Form 10-K.

The registrant has not filed with this report copies of the instruments defining the rights of holders of long-term debt of the registrant and its subsidiaries for which consolidated or unconsolidated financial statements are required to be filed. The registrant agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.