

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>LARUE WILLIAM R</u> (Last) (First) (Middle) <u>C/O ONCTERNAL THERAPEUTICS, INC.</u> <u>12230 EL CAMINO REAL, SUITE 300</u> (Street) <u>SAN DIEGO CA 92130</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>GTX INC /DE/ [ONCT]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/07/2019 | | A | | 16,144 ⁽¹⁾ | A | (2) | 16,144 | D | |
| Common Stock | 06/07/2019 | | A | | 10,030 | A | (2) | 10,030 | I | By family trust |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Warrants | \$6.13 | 06/07/2019 | | A | | 281 | | (3) | 09/12/2022 | Common Stock | 281 | (2) | 281 | I | By family trust. |

Explanation of Responses:

- Includes 10,426 shares of restricted stock subject to continuing time-based vesting.
- Pursuant to the Agreement and Plan of Merger dated as of April 30, 2019 (the "Merger Agreement"), by and among Oncternal Therapeutics, Inc. ("Old Oncternal"), GTX, Inc. ("GTX") and certain of their subsidiaries, on June 7, 2019 (the "Effective Time"), GTX was merged with and into Old Oncternal, with GTX surviving as the continuing entity. At the Effective Time, each share of Old Oncternal common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.073386 shares of the Issuer's common stock. On the trading day immediately prior to the effective time, the closing price of the Issuer's common stock was \$1.20 per share.
- The warrants are currently exercisable.

Remarks:

/s/ Hazel M. Aker, Attorney-in-fact 06/11/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.