

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name GTx, Inc.		2 Issuer's employer identification number (EIN) 62-1715807	
3 Name of contact for additional information April May	4 Telephone No. of contact 858-434-1113	5 Email address of contact amay@oncternal.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 12230 El Camino Real, Ste. 300		7 City, town, or post office, state, and ZIP code of contact San Diego, CA 92130	
8 Date of action 6/7/2019	9 Classification and description Common stock 1-for-7 reverse stock split, CUSIP and Ticker change, distribution of property		
10 CUSIP number (New CUSIP) 68236P107	11 Serial number(s)	12 Ticker symbol (New Ticker symbol) ONCT	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions:

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Effective as of 5:00 p.m. eastern time on Friday, June 7, 2019, GTx, Inc. underwent a 1-for-7 reverse stock split of its common stock. The CUSIP number changed to 68236P107. The ticker symbol changed to "ONCT". All GTx, Inc. shareholders immediately prior to the the merger received a distribution of property.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Upon effectiveness of the 1-for-7 reverse stock split, each shareholder of GTx, Inc. common stock received 1 share in exchange for each 7 shares held. No fractional shares were issued in the reverse stock split. Shareholders who would otherwise receive a fractional share, received a cash payment in lieu of such fractional share. As a result of the reverse stock split, GTx, Inc. shareholders will be required to allocate the aggregate tax basis in their common stock held immediately prior to the reverse stock split among the shares of common stock held immediately after the reverse stock split (including any fractional share interest for which cash is received). The distribution of property generally should be treated first as a taxable dividend to the extent of the GTx U.S. Holder's pro rata share of GTx's current or accumulated earnings and profits (as determined for U.S. federal income tax purposes), then as a non-taxable return of capital to the extent of the GTx U.S. Holder's basis in its GTx common stock, and finally as capital gain from the sale or exchange of GTx common stock with respect to any remaining value. The distribution likely created a return of capital which will be determined when final earnings and profits calculations are completed.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Post-split (new) basis per share = pre-split (old) basis per share times 7. While the basis "per share" is impacted, the basis of the shareholder's total investment remains unchanged. Shareholders who received cash in lieu of fractional shares will be treated as having received such fractional shares in the transaction, and then as having exchanged such fractional shares for cash. The amount of gain or loss recognized as a result of such exchange will be equal to the difference between the ratable portion of the tax basis that is allocated to such fractional shares and the cash received in lieu. The distribution of property will increase the aggregate basis in the stock to the extent it is treated as a taxable dividend and the distribution of property will decrease the aggregate basis in the stock to the extent treated as a return of capital.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The tax treatment with respect to the reverse stock split is determined pursuant to Internal Revenue Code sections 368 and 354. The impact on the stockholder's basis is determined pursuant to Internal Revenue Code section 358. The tax treatment to a stockholder of the cash received in lieu of a fractional share is determined pursuant to Internal Revenue Code section 302. The tax treatment to a stockholder of the distribution of property is determined pursuant to Internal Revenue Code section 61 and 301.

18 Can any resulting loss be recognized? ▶ In general, the 1-for-7 reverse stock split should not constitute a taxable transaction, except to the extent of any cash received for fractional shares. If a shareholder receives cash in lieu of a fractional share, the shareholder will recognize capital gain or loss based on the difference between the amount of cash received and the shareholder's adjusted tax basis in the fractional share. Such capital gain or loss will constitute long-term capital gain or loss if the shareholder's holding period for the common stock is more than one year as of the date of the reverse stock split. The deductibility of capital losses may be subject to limitations. Shareholders should consult their tax advisors to determine the tax impact of this transaction with respect to their individual facts and circumstances for tax year 2019.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2019 for calendar year taxpayers. For stockholders reporting taxable income on a basis other than the calendar year, the reportable tax year is the stockholder's tax year that includes June 7 2019.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Richard Vincent Date ▶ 6/29/2019

Print your name ▶ Richard Vincent Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Shane Orr	<u>Shane Orr</u>	06/27/2019		P00369079
	Firm's name ▶ KBF CPAs LLP			Firm's EIN ▶	82-1030164
	Firm's address ▶ 12750 High Bluff Drive, Suite 160, San Diego, CA 92130			Phone no.	858-465-1510