

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 17, 2011

GTx, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-50549
(Commission File Number)

62-1715807
(IRS Employer Identification No.)

**175 Toyota Plaza
7th Floor
Memphis, Tennessee 38103**
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(901) 523-9700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 17, 2011, Robert W. Karr, currently a member of the Board of Directors (the “Board”) of GTx, Inc. (the “Company”), informed the Company that he has decided not to stand for re-election as a director at the Company’s 2011 Annual Meeting of Stockholders. Dr. Karr will continue as a member of the Board and of the Audit Committee and the Nominating and Corporate Governance Committee of the Board until the expiration of his term at the Company’s 2011 Annual Meeting of Stockholders. Dr. Karr’s decision not to stand for re-election was based on his desire to retire from active participation on the Board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GTx, Inc.

Dated: February 22, 2011

By: /s/ HENRY P. DOGGRELL

Henry P. Doggrell,
Vice President, General Counsel/Secretary