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**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 16, 2010**

**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**

(Address of Principal Executive Offices)

**38103**

(Zip Code)

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

(Former name or former address if changed since last report.)

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 16, 2010, Rosemary Mazanet notified GTx, Inc. (the “Company”) of her decision to resign as a member of the Board of Directors of the Company (the “Board”). Dr. Mazanet’s resignation as a member of the Board is effective as of February 19, 2010. In connection with Dr. Mazanet’s decision to resign from the Board, Kenneth S. Robinson and Robert W. Karr, who are current Board members, were each appointed as members of the Audit Committee of the Board, effective February 17, 2010.

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## 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 19, 2010

By: /s/ Henry P. Doggrell  
Henry P. Doggrell,  
Vice President, General Counsel and Secretary