

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 24, 2006

GTx, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

005-79588
(Commission
File Number)

62-1715807
(I.R.S. Employer
Identification No.)

**3 N. Dunlap Street
Van Vleet Building
Memphis, Tennessee 38163
(901) 523-9700**

(Address, including zip code, of Registrant's principal executive offices
Registrant's telephone number, including area code.)

(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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure

On February 23, 2006, Dr. Mitchell S. Steiner, Chief Executive Officer of GTx, Inc. (the “Company”), and his spouse entered into a written sales plan pursuant to the guidance specified by Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended. The plan has been put in place by Dr. Steiner and his wife to sell a limited amount of their total holdings of GTx shares of common stock in an orderly manner over the remainder of 2006 to reduce debt. The plan provides for the sale of 500,000 shares of the Company’s common stock in open market transactions at prevailing prices. Sales will commence during the second week of March and the plan will terminate the earlier of December 31, 2006 or the date all of the shares of common stock have been sold. The plan has been approved pursuant to the Company’s policies.

Information in this Current Report that is being furnished pursuant to Item 7.01 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information furnished pursuant to Item 7.01 in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. The furnishing of the information in Item 7.01 of this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information Item 7.01 of this Current Report contains is material investor information that is not otherwise publicly available.

SIGNATURE

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

GTx, Inc.

Date: February 24, 2006

By: /s/ Henry P. Doggrell

Name: Henry P. Doggrell

Title: Vice President, General Counsel and Secretary