

**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) **March 6, 2014**

GTx, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-50549
(Commission
File Number)

62-1715807
(I.R.S. 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 (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))

Item 8.01. Other Events.

On March 6, 2014, GTx, Inc. (the "Company") issued a press release titled "GTx, Inc. Announces Closing of Private Placement". A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 6, 2014.

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.

Date: March 6, 2014

By: /s/ Henry P. Doggrell

Name: Henry P. Doggrell

Title: Vice President, Chief Legal Officer
and Secretary

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 6, 2014.

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GTx, Inc. Announces Closing of Private Placement

MEMPHIS, Tenn. — March 6, 2014 — GTx, Inc. (NASDAQ: GTXI) announced today that it closed the previously-announced private placement of its common stock and warrants to purchase its common stock. In the private placement, GTx issued 11,976,048 immediately separable units, comprised of an aggregate of 11,976,048 newly-issued shares of common stock and warrants to purchase up to 10,179,642 additional shares of common stock. The purchasers consisted of J.R. Hyde, III, the chairman of GTx's Board of Directors, and The Pyramid Peak Foundation. Gross proceeds from the offering were approximately \$21.3 million.

In connection with the private placement, GTx has agreed, subject to certain terms and conditions, to file a registration statement under the Securities Act covering the resale of shares of common stock sold in the private placement, including the shares of common stock underlying the warrants, within 180 days after the closing. The securities sold by GTx in this private placement have not been registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act.

This press release does not and shall not constitute an offer to sell or the solicitation of any offer to buy any of these securities.

About GTx

GTx, Inc., headquartered in Memphis, Tennessee, is a biopharmaceutical company dedicated to the discovery, development, and commercialization of small molecules for the treatment of cancer, including treatments for prostate and breast cancer, cancer supportive care, including prevention and treatment of cancer-related muscle wasting, and other serious medical conditions.

Source: GTx, Inc.

Media:

BrewLife

Denise Powell, 415-946-1062

dpowell@brewlife.com

or

Investors:

GTx, Inc.

Marc Hanover, 901-507-6915

President and Chief Operating Officer

mhanover@gtxinc.com
