

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**GTx, Inc.**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
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  - (2) Aggregate number of securities to which transaction applies:  
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
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  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_



175 Toyota Plaza  
7th Floor  
Memphis, Tennessee 38103  
(901) 523-9700

March 23, 2018

Dear Stockholder:

I would like to extend a personal invitation for you to join us at our Annual Meeting of Stockholders to be held on Wednesday, May 9, 2018, at 1:30 p.m. Central Daylight Time at the Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103.

At this year's meeting, you will be asked to approve the election of the two nominees for director named in the accompanying proxy statement and to ratify the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for 2018.

I urge you to vote, as the Board of Directors has recommended, for both of our director nominees and for the ratification of the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for 2018.

Attached you will find a notice of meeting (which includes a notice of Internet availability of our proxy materials) and proxy statement that contains further information about these items as well as specific details of the meeting.

**Your vote is important.** Whether or not you expect to attend the meeting, I encourage you to vote. Please sign and return your proxy card, or use the telephone or Internet voting prior to the meeting. This will assure that your shares will be represented and voted at the meeting, even if you cannot attend.

Sincerely,

A handwritten signature in black ink that reads "Marc S. Hanover".

Marc S. Hanover  
Chief Executive Officer



175 Toyota Plaza, 7th Floor  
Memphis, Tennessee 38103  
(901) 523-9700

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

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You are invited to attend the 2018 GTx, Inc. Annual Meeting of Stockholders:

- WHEN** 1:30 p.m. (Central Daylight Time) on Wednesday, May 9, 2018.
- WHERE** The Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103
- ITEMS OF BUSINESS**
1. To elect the two nominees for Class II director named in the accompanying proxy statement to serve until the 2021 Annual Meeting of Stockholders and until their successors have been duly elected and qualified (Proposal No. 1);
  2. To ratify the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal No. 2); and
  3. To conduct such other business as may properly come before the meeting or any adjournment or postponement thereof.
- RECORD DATE** You are entitled to vote if you are a stockholder of record at the close of business on March 12, 2018.
- VOTING BY PROXY** The Board of Directors is soliciting your proxy to assure that a quorum is present and that your shares are represented and voted at the meeting. Please see the attached proxy statement and enclosed proxy card for information on submitting your proxy over the Internet, by telephone, or by mailing back the traditional proxy card (no extra postage is needed for the enclosed envelope if mailed in the U.S.). If you later decide to vote at the meeting, information on revoking your proxy prior to the meeting is also provided. You may receive more than one set of proxy materials and proxy cards. Please promptly complete, sign and return each proxy card you receive in order to ensure that all of your shares are represented and voted. Please note that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.
- ATTENDANCE AT MEETING** If you plan to attend, please be sure to mark the box provided on the proxy card or indicate your attendance when prompted during your Internet or telephone submission.
- RECOMMENDATIONS** The Board of Directors recommends that you vote "FOR" both of our nominees for Class II director and "FOR" the approval of Proposal No. 2.

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 9, 2018, at the Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103**  
**The proxy statement and annual report to stockholders are available at**  
**[www.edocumentview.com/GTXI](http://www.edocumentview.com/GTXI)**

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**Your vote is important.** Whether or not you expect to attend the meeting, please submit your proxy promptly in order to assure that a quorum is present. Thank you for your attention to this important matter.

**By Order of the Board of Directors,**

A handwritten signature in black ink, appearing to read 'Henry P. Doggrell'.

Henry P. Doggrell  
*Vice President, Chief Legal Officer and Secretary*

Memphis, Tennessee  
March 23, 2018

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**TABLE OF CONTENTS**

	<u>Page</u>
<a href="#">Special Note Regarding Reverse Stock Split</a>	<a href="#">1</a>
<a href="#">Information About the Meeting</a>	<a href="#">2</a>
<a href="#">Information About Voting</a>	<a href="#">2</a>
<a href="#">Additional Meeting-Related Information</a>	<a href="#">6</a>
<a href="#">Proposal No. 1 – Election of Directors</a>	<a href="#">9</a>
<a href="#">Additional Information About the Board of Directors and Certain Corporate Governance Matters</a>	<a href="#">10</a>
<a href="#">Audit Committee Report</a>	<a href="#">23</a>
<a href="#">Proposal No. 2 – Ratification of Appointment of Independent Registered Public Accounting Firm</a>	<a href="#">25</a>
<a href="#">Equity Compensation Plan Information</a>	<a href="#">27</a>
<a href="#">Security Ownership of Certain Beneficial Owners and Management</a>	<a href="#">29</a>
<a href="#">Section 16(a) Beneficial Ownership Reporting Compliance</a>	<a href="#">33</a>
<a href="#">Executive Compensation</a>	<a href="#">34</a>
<a href="#">Director Compensation</a>	<a href="#">50</a>
<a href="#">Related Party Transactions and Indemnification</a>	<a href="#">53</a>
<a href="#">Other Matters</a>	<a href="#">55</a>

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175 Toyota Plaza, 7th Floor  
Memphis, Tennessee 38103  
(901) 523-9700

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**PROXY STATEMENT FOR THE  
2018 ANNUAL MEETING OF STOCKHOLDERS**

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The enclosed proxy is solicited by the Board of Directors of GTx, Inc. for use at the 2018 Annual Meeting of Stockholders. **Your vote is very important.** For this reason, the Board of Directors is requesting that you allow your shares to be represented at the 2018 Annual Meeting of Stockholders by the proxies named on the enclosed proxy card. In connection with the solicitation of proxies by the Board of Directors, we are mailing this proxy statement, the enclosed proxy card, and our 2017 Annual Report to all stockholders entitled to vote at the Annual Meeting, beginning on or about April 3, 2018.

In this proxy statement, terms such as "we," "us" and "our" refer to GTx, Inc., which may also be referred to from time to time as "GTx."

**SPECIAL NOTE REGARDING REVERSE STOCK SPLIT**

As previously announced, we effected a one-for-ten reverse stock split of our outstanding common stock on December 5, 2016, or the Reverse Stock Split. The primary purpose of the Reverse Stock Split was to enable GTx to regain compliance with the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market, which compliance was regained on December 20, 2016. At the effective time of the Reverse Stock Split, every ten shares of our issued and outstanding common stock was automatically combined and reclassified into one issued and outstanding share of common stock. No fractional shares of our common stock were issued in the Reverse Stock Split, but in lieu thereof, each holder of our common stock who would otherwise have been entitled to a fraction of a share of our common stock in the Reverse Stock Split received a cash payment. In addition, as a result of the Reverse Stock Split, proportionate adjustments were made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options, restricted stock units and warrants issued by GTx and outstanding immediately prior to the effective time of the Reverse Stock Split, which resulted in a proportionate decrease in the number of shares of our common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under our equity compensation plans immediately prior to the effective time of the Reverse Stock Split was reduced proportionately.

Unless otherwise noted, all share and per share information included in this proxy statement has been retroactively adjusted to give effect to the Reverse Stock Split.

## INFORMATION ABOUT THE MEETING

### When is the Annual Meeting?

The Annual Meeting will be held at 1:30 p.m., Central Daylight Time, on Wednesday, May 9, 2018.

### Where will the Annual Meeting be held?

The Annual Meeting will be held at the Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103. For directions to attend the Annual Meeting, please contact Investor Relations. The contact information for Investor Relations is described under "Who should I contact if I have any questions?" below. Information on how to vote in person at the Annual Meeting is discussed below.

### What items will be voted on at the Annual Meeting?

There are two matters scheduled for a vote:

- To elect the two nominees for Class II director named herein to serve until the 2021 Annual Meeting of Stockholders and until their successors have been duly elected and qualified; and
- To ratify the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for the fiscal year ending December 31, 2018.

As of the date of this proxy statement, we are not aware of any other matters that will be presented for consideration at the Annual Meeting.

### What are the Board of Directors' recommendations?

Our Board of Directors recommends that you vote:

- "FOR" the election of both of the nominees named herein to serve on the Board of Directors; and
- "FOR" the ratification of the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for the fiscal year ending December 31, 2018.

### Will GTx's directors be in attendance at the Annual Meeting?

GTx encourages, but does not require, its directors to attend annual meetings of stockholders. However, GTx currently anticipates that all of its directors will attend the Annual Meeting. Five of GTx's seven then-current directors attended the 2017 Annual Meeting of Stockholders.

## INFORMATION ABOUT VOTING

### Who is entitled to vote at the Annual Meeting?

Only stockholders of record at the close of business on the record date, March 12, 2018, are entitled to receive notice of the Annual Meeting and to vote the shares for which they are stockholders of record on that date at the Annual Meeting, or any postponement or adjournment of the Annual Meeting. As of the close of business on March 12, 2018, GTx had 21,855,111 shares of common stock outstanding.

*Stockholders of Record: Shares Registered in Your Name.* If on March 12, 2018, your shares were registered directly in your name with GTx's transfer agent, Computershare Investor Services, or Computershare, then you are considered the holder of record with respect to those shares. As the holder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the enclosed proxy card, or vote by proxy over the telephone or on the Internet as instructed below, to ensure your vote is counted.

*Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Holder of Record.* If on March 12, 2018, your shares were not registered in your name with Computershare then you are the beneficial owner of those shares held in "street name." Your shares may be held in a stock brokerage account or by a bank or other holder of record, and these proxy materials are being forwarded to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares, and you will receive instructions from your broker, bank or other holder of record that must be followed in order for your broker, bank or other holder of record to vote your shares per your instructions. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other holder of record giving you the right to vote such shares in person at the Annual Meeting.

#### **How do I vote?**

You may either vote "FOR" each nominee to the Board of Directors or you may withhold your vote for any nominee that you specify. With respect to Proposal No. 2, you may vote "FOR" or "AGAINST", or abstain from voting.

*Stockholder of Record: Shares Registered in Your Name.* If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy on the Internet. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already previously voted by proxy, in which event your proxy vote will be disregarded.

- To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.
- To vote using the enclosed proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the postage paid envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.
- To submit a proxy over the telephone, dial toll-free 1-800-652-VOTE (8683) within the United States, U.S. territories and Canada using a touch-tone phone and follow the instructions provided by the recorded message. Your vote must be received by 1:00 a.m. Central Daylight Time on May 8, 2018 to be counted.
- To submit a proxy on the Internet, go to [www.envisionreports.com/GTXI](http://www.envisionreports.com/GTXI) to complete an electronic proxy card and follow the steps outlined on the secured website. Your vote must be received by 1:00 a.m. Central Daylight Time on May 8, 2018 to be counted.

*Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Holder of Record.* If you are a beneficial owner of shares registered in the name of your broker, bank or other holder of record, you should have received a proxy card and voting instructions with these proxy materials from your broker, bank or other holder of record rather than from GTx. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by proxy over the telephone or on

the Internet as instructed by your broker, bank or other holder of record. To vote in person at the Annual Meeting, you must request and obtain a valid proxy from your broker, bank or other holder of record giving you the right to vote such shares in person at the Annual Meeting. Follow the instructions from your broker, bank or other holder of record included with these proxy materials, or contact them to request a proxy form.

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**We provide Internet proxy voting to allow you to vote your shares on-line, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.**

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**How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of March 12, 2018.

**What if I return a proxy card but do not make specific choices?**

*Stockholder of Record: Shares Registered in Your Name.* If you are a stockholder of record and you do not specify your vote on each proposal individually when submitting a proxy via the internet or by telephone, or if you sign and return a proxy card without giving specific voting instructions, then your shares will be voted as follows:

- **"FOR"** the election of both of the nominees named herein to serve on the Board of Directors; and
- **"FOR"** the ratification of the appointment of Ernst & Young LLP as GTX's independent registered public accounting firm for the fiscal year ending December 31, 2018.

If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your proxy card) will vote your shares as recommended by the Board of Directors or, if no recommendation is given, will vote your shares using his or her best judgment.

*Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Holder of Record.* If you are a beneficial owner of shares registered in the name of your broker, bank or other holder of record and you do not provide the broker, bank or other holder of record holding your shares with voting instructions, your broker, bank or other holder of record will determine if it has the discretionary authority to vote on the particular matter. If you are a beneficial owner whose shares are held of record by a broker and you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a "broker non-vote." In these cases, the broker can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum, but will not be able to vote on those matters for which specific authorization is required under NYSE rules.

If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority under NYSE rules to vote your shares on Proposal No. 2 (the ratification of the appointment of Ernst & Young LLP as GTX's independent registered public accounting firm for the fiscal year ending December 31, 2018), even if your broker does not receive voting instructions from you. However, your broker does not have discretionary authority to vote on Proposal No. 1 (the election of directors) without voting instructions from you, in which case a broker non-vote will occur and your shares will not be voted on Proposal No. 1.



**What is the vote required for each proposal?**

- For the election of the Class II directors, the two nominees receiving the most "FOR" votes (among votes properly cast in person or by proxy) will be elected.
- To be approved, Proposal No. 2, the ratification of the appointment of Ernst & Young LLP as GTX's independent registered public accounting firm for the fiscal year ending December 31, 2018, must receive a "FOR" vote from at least a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal.

**How are votes counted, and how are abstentions and broker non-votes treated?**

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count "FOR," "WITHHOLD" and broker non-votes with respect to Proposal No. 1 (the election of directors), and, with respect to Proposal No. 2, "FOR" and "AGAINST" votes, abstentions and broker non-votes (if any).

With respect to the election of Proposal No. 1 (the election of directors), you may either vote "FOR" each nominee to the Board of Directors or you may withhold your vote for any nominee that you specify. If you withhold your authority to vote with respect to one or both director nominees, your vote will have no effect on the outcome of the election. Broker non-votes will also have no effect on the outcome of the election.

Abstentions will be counted towards the tabulation of shares present in person or represented by proxy and entitled to vote and will have the same effect as "AGAINST" votes on Proposal No. 2. We do not expect any broker non-votes on Proposal No. 2, which broker non-votes would not in any event affect the outcome of the vote on Proposal No. 2.

Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum for the transaction of business at the Annual Meeting.

**How many shares must be present to constitute a quorum for the Annual Meeting?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of the outstanding shares entitled to vote are represented by stockholders present at the Annual Meeting or by proxy. On March 12, 2018, the record date, there were 21,855,111 shares outstanding and entitled to vote. Thus, at least 10,927,556 shares must be represented by stockholders present at the Annual Meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum. If there is no quorum, either the Chairman of the meeting or a majority of the votes present in person or represented by proxy at the Annual Meeting may adjourn the Annual Meeting to another date.

**Can I change my vote after submitting my proxy card?**

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy bearing a later date;

- You may send a written notice that you are revoking your proxy to GTX, Inc. at 175 Toyota Plaza, 7th Floor, Memphis, Tennessee 38103, Attention: Henry P. Doggrell, Corporate Secretary; or
- You may attend the Annual Meeting and notify the election officials at the Annual Meeting that you wish to revoke your proxy and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

If your shares are held in "street name", you should follow the instructions provided by your broker, bank or other holder of record.

#### **How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final results are expected to be published in a current report on Form 8-K filed by GTX with the Securities and Exchange Commission, or the SEC, on or before the fourth business day following the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days following the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

### **ADDITIONAL MEETING-RELATED INFORMATION**

#### **How and when may I submit a stockholder proposal or director nomination for GTX's 2019 Annual Meeting?**

*Requirements for Stockholder Proposals to Be Considered for Inclusion in GTX's Proxy Materials.* Stockholders of GTX may submit proposals on matters appropriate for stockholder action at meetings of GTX's stockholders in accordance with Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. For such proposals to be included in GTX's proxy materials relating to the 2019 Annual Meeting of Stockholders, all applicable requirements of Rule 14a-8 must be satisfied and such proposals must be received at our executive offices no later than December 4, 2018. However, if our 2019 Annual Meeting of Stockholders is not held between April 9, 2019 and June 8, 2019, then the deadline will be a reasonable time prior to the time we begin to print and send our proxy materials. All such proposals must comply with all applicable requirements of Rule 14a-8 and be sent to our Corporate Secretary at GTX, Inc., 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103 by the close of business on the required deadline.

*Requirements for Stockholder Proposals and Director Nominations at the 2019 Annual Meeting.* Pursuant to GTX's amended and restated bylaws, or our bylaws, stockholders wishing to submit proposals or director nominations, except in the case of proposals made in accordance with Rule 14a-8, must, in addition to complying with applicable laws and regulations and the requirements of our bylaws, provide timely notice thereof in writing to our Corporate Secretary. To be timely for the 2019 Annual Meeting of Stockholders, you must notify our Corporate Secretary, in writing, not later than the close of business on December 4, 2018, nor earlier than the close of business on November 4, 2018. We also advise you to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations, including the different notice submission date requirements in the event that we do not hold our 2019 Annual Meeting of Stockholders between April 9, 2019 and June 8, 2019. A stockholder's notice to our Corporate Secretary must set forth the information required by our bylaws with respect to each director nominee or proposal the stockholder proposes to bring before the annual meeting. The chairman of the 2019 Annual Meeting of Stockholders may determine, if the facts warrant, that a matter has not been properly brought before the meeting and, therefore, may not be considered at the meeting. A copy of our bylaws may be

obtained by writing to our Corporate Secretary at the address listed above. In addition, the proxy solicited by the Board of Directors for the 2019 Annual Meeting of Stockholders will confer discretionary voting authority with respect to (i) any proposal presented by a stockholder at that meeting for which GTx has not been provided with timely notice and (ii) any proposal made in accordance with GTx's bylaws, if the proxy statement for the 2019 Annual Meeting of Stockholders briefly describes the matter and how management proxy holders intend to vote on it, if the stockholder does not comply with the requirements of Rule 14a-4(c)(2) promulgated under the Exchange Act.

**How can I obtain a copy of GTx's Form 10-K?**

A copy of our 2017 Annual Report to Stockholders is being mailed along with this proxy statement and is also available at [www.edocumentview.com/GTXI](http://www.edocumentview.com/GTXI). Our 2017 Annual Report to Stockholders is not incorporated into this proxy statement and shall not be considered proxy solicitation material.

**We will mail to you without charge, upon written request, a copy of our Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2017, as well as a copy of any exhibit specifically requested. Requests should be sent to: Corporate Secretary, GTx, Inc., 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103. A copy of our Annual Report on Form 10-K has also been filed with the SEC and may be accessed from the SEC's homepage ([www.sec.gov](http://www.sec.gov)).**

**What proxy materials are available on the Internet?**

This proxy statement and our 2017 Annual Report to Stockholders are available at [www.edocumentview.com/GTXI](http://www.edocumentview.com/GTXI).

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**How many copies should I receive if I share an address with another stockholder?**

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are GTx stockholders will be householding our proxy materials by delivering a single proxy statement and annual report to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report in the future you may notify your broker or GTx. You can notify us by sending a written request to GTx, Inc., c/o Henry P. Doggrell, Corporate Secretary, 175 Toyota Plaza, 7th Floor, Memphis, Tennessee 38103, or by calling (901) 523-9700. Stockholders who currently receive multiple copies of the proxy statement and annual report at their address and would

like to request "householding" of their communications should contact their broker. In addition, GTx will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the annual report and proxy statement to a stockholder at a shared address to which a single copy of the documents was delivered.

**Who should I contact if I have any questions?**

If you have any questions about the Annual Meeting, our proxy materials or your ownership of our common stock, please contact Henry P. Doggrell, Corporate Secretary, 175 Toyota Plaza, 7th Floor, Memphis, Tennessee 38103, Telephone 901-523-9700, by Fax: 901-844-8075 or by e-mail at [investor.relations@gtxinc.com](mailto:investor.relations@gtxinc.com).

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

GTx's Board of Directors is divided into three classes. GTx's charter documents provide that each class must consist, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. Vacancies on the Board of Directors may be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board. A director elected by the Board to fill a vacancy in a class shall serve for the remainder of the full term of that class and until the director's successor is elected and qualified. This includes vacancies created by an increase in the authorized number of directors.

The Board of Directors presently has seven members. There are currently two directors in Class II, the class whose term of office expires at the Annual Meeting: J. Kenneth Glass and Robert J. Wills, Ph.D. The Nominating and Corporate Governance Committee reviewed the qualifications and performance of both of these directors, and recommended each of them for re-election to our Board of Directors, which then nominated these directors for re-election. Each of Mr. Glass and Dr. Wills was previously elected to our Board of Directors by our stockholders. If elected at the Annual Meeting, each of Mr. Glass and Dr. Wills will serve until the 2021 Annual Meeting of Stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote on the election of directors. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of each of Mr. Glass and Dr. Wills. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of such substitute nominee as the Nominating and Corporate Governance Committee may propose. Each of Mr. Glass and Dr. Wills has agreed to serve if elected and has consented to being named as a nominee in this proxy statement.

The following includes a brief biography of both of the nominees standing for election to the Board of Directors at the Annual Meeting, with each biography including information regarding the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board of Directors to determine that the applicable nominee should serve as a member of our Board of Directors.

**Class II Director Nominees for Election for a Three-Year Term Expiring at the 2021 Annual Meeting**

***J. Kenneth Glass***

Mr. Glass, age 71, has served as a director since March 2004, and currently serves as the Chair of the Audit Committee and also currently serves on the Compensation Committee. Mr. Glass retired as Chairman of the Board, President and Chief Executive Officer of First Horizon National Corporation (NYSE: FHN), or First Horizon, as of January 29, 2007. Mr. Glass was named President and Chief Executive Officer of First Horizon in July 2002, and he also became First Horizon's Chairman of the Board in January 2004. From 2003 through 2007, Mr. Glass served as a director of FedEx Corporation (NYSE: FDX). From July 2001 through July 2002, Mr. Glass was President and Chief Operating Officer of First Horizon. From 1993 to 2001, Mr. Glass was Business Unit President of First Tennessee Bank. Mr. Glass received his B.A. in Accounting from Harding University and graduated from Harvard Business School's Advanced Management Program. As Chairman and Chief Executive Officer of one of the largest banks in Tennessee, Mr. Glass was recruited to the GTx Board to provide financial and business leadership expertise to the Board. With his background in accounting and as a Chief Executive Officer, Mr. Glass serves in the role of a financial expert for our Audit

Committee, and his years of experience leading a publicly-owned bank holding company has provided him with the organizational skills, risk management expertise and leadership he currently brings to the Board and the Audit Committee.

***Robert J. Wills, Ph.D.***

Dr. Wills, age 64, joined GTX as Executive Chairman of the Board of Directors and as the Chairman of the Board's Scientific and Development Committee on March 2, 2015. Prior to joining GTX, Dr. Wills served as Vice President, Alliance Manager for Johnson & Johnson, or J&J, and was responsible for managing strategic alliances for J&J's Pharmaceutical Group worldwide since 2002. Prior to this, Dr. Wills spent 22 years in pharmaceutical drug development, 12 of which were at J&J and 10 of which were at Hoffmann-La Roche Inc. Before assuming his alliance management role at J&J, Dr. Wills served as Senior Vice President Global Development at J&J where he was responsible for its late stage development pipeline and was a member of several internal commercial and research and development operating boards. Dr. Wills has served on the board of directors of Cymabay Therapeutics Inc. (Nasdaq: CBAY) since April 2015, and served as the chairman of its board since October 2015. Dr. Wills holds a B.S. in Biochemistry and a M.S. in Pharmaceutics from the University of Wisconsin and a Ph.D. in Pharmaceutics from the University of Texas. The Board of Directors has determined that Dr. Wills should serve as a member of our Board of Directors because he brings to our Board of Directors and GTX's management team in excess of 35 years of pharmaceutical industry experience and leadership, including extensive experience in clinical research and development and initiating and managing strategic partnerships and alliances.

***The Board of Directors unanimously recommends a vote in favor of both of our nominees for Class II Director.***

**ADDITIONAL INFORMATION ABOUT THE BOARD OF DIRECTORS  
AND CERTAIN CORPORATE GOVERNANCE MATTERS**

**Continuing Directors**

In addition to the two Class II director nominees, GTX has five other persons serving as directors and who will continue in office after the Annual Meeting with terms expiring in 2019 and 2020. There are currently two directors serving in Class III whose term expires at the 2019 annual meeting of stockholders, and three directors in Class I whose term of office expires at the 2020 annual meeting of stockholders. The following includes a brief biography of each director composing the remainder of the Board with terms expiring as shown, with each biography including information regarding the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board to determine that the applicable director should serve as a member of our Board of Directors.

**Class III Directors Continuing in Office Until the 2019 Annual Meeting**

***Michael G. Carter, M.D., Ch.B., F.R.C.P.***

Dr. Carter, age 80, was appointed as a director in May 2006 and currently serves as Chair of the Compensation Committee and as a member of both the Audit Committee and the Scientific and Development Committee. Dr. Carter was a non-executive director of Santarus, Inc. from 2004 to 2013, served as a non-executive director of Micromet AG from 2001 to 2005 and of MICROMET, Inc. from 2006 to March 2012, and served as a non-executive director of Fulcrum Pharma, PLC from 2005 to 2010. Dr. Carter was a member of the Advisory Board of Paul Capital Royalty Fund from 2005 to 2008, and has been a venture partner with SV Life Sciences Advisors, LLP since 1998. He has served as a

member of the strategic advisory board of Healthcare Royalty Partners (HCRP) since September 2009 and a member of the HCRP Investment Committee since 2015. Dr. Carter was the non-executive chairman of Metris Therapeutics, Ltd., a biotechnology firm specializing in women's healthcare from 1999 to 2008. He was also a non-executive director of ONCOETHIX from June 2013 until its sale to Merck & Co., in December 2014, and is currently a non-executive director of Artios Pharma Limited, a company focused on using its DNA Damage Response technology to address various cancer indications. Dr. Carter served on the Pharmaceutical Board of I.C.I Zeneca Pharmaceuticals, a predecessor company of AstraZeneca, and held various positions with I.C.I Zeneca from 1984 to 1998, including International Medical Director and International Marketing Director. From 1985 to 1995, Dr. Carter served as a member of the U.K. Government's Medicines Commission. Dr. Carter is an Elected Fellow of the Royal Pharmaceutical Society, Faculty of Pharmaceutical Medicine, and of the Royal College of Physicians of Edinburgh. Dr. Carter holds a degree in pharmacy from London University (U.K.) and a medical degree from Sheffield University Medical School (U.K.). Dr. Carter brings to the GTx Board specific expertise in the development and commercialization of pharmaceutical products by both large pharmaceutical companies and small specialty biotech companies.

***J. R. Hyde, III***

Mr. Hyde, age 75, has served as a director since November 2000, and currently serves as a member of the Compensation Committee and the Nominating and Corporate Governance Committee. From November 2000 to March 2015, Mr. Hyde served as non-executive Chairman of our Board of Directors. In connection with Dr. Wills' assumption of duties as our Executive Chairman in March 2015, Mr. Hyde was appointed as our Lead Director. Since 1989, Mr. Hyde has been the sole stockholder and President of Pittco Holdings, Inc., a private institutional investment company. Since 1996, when Mr. Hyde made a substantial contribution to support the research of our prior CEO, Mr. Hyde has been instrumental in forming and financing GTx and is our largest stockholder. Mr. Hyde was the Chairman of the Board of Directors of AutoZone, Inc. (NYSE: AZO) from 1986 to 1997 and the Chief Executive Officer of AutoZone from 1986 to 1996. From March 2005 to June 2007, Mr. Hyde served as the non-executive chairman of the Board of Directors of AutoZone, Inc., and continues to serve as a member of the Board. He was also Chairman and Chief Executive Officer of Malone & Hyde, Inc., AutoZone's former parent company, from 1972 until 1988. Mr. Hyde also served as a director of FedEx Corporation (NYSE: FDX) from 1977 to 2011. As our largest stockholder and with a long history of serving as both Chairman and Chief Executive Officer of a large publicly-traded company and a member of the board of directors of other public companies, Mr. Hyde has continued to serve as a principal architect of our public company governance structure, and continues to be a primary advisor to senior management on all matters of strategic importance. The Board believes that Mr. Hyde's leadership role and public company experience, as well as his significant ownership interest in the company, qualifies him as the best candidate to serve as the Lead Director of our Board of Directors.

**Class I Directors Continuing in Office Until the 2020 Annual Meeting**

***Marc S. Hanover***

Mr. Hanover, age 55, a co-founder of GTx, served as our President and Chief Operating Officer from our inception in September 1997 until his appointment as our permanent Chief Executive Officer in February 2015, and served as our acting Principal Financial Officer from December 31, 2013 until his appointment as our interim Chief Executive Officer on April 3, 2014. He also previously served as a member of our Board of Directors from September 1997 to August 2011. Prior to joining GTx, Mr. Hanover was a founder of Equity Partners International, Inc., a private equity firm in Memphis, Tennessee, and participated as a founder and investor in three healthcare companies. From 1985 to

1997, Mr. Hanover was a Senior Vice President and a member of the Executive Management Committee of National Bank of Commerce in Memphis, Tennessee. Mr. Hanover holds a B.S. in Biology from the University of Memphis and an MBA in Finance from the University of Memphis. Mr. Hanover serves as our Chief Executive Officer and he is responsible for overseeing all aspects of our business, including product development and business strategies. Accordingly, the Nominating and Corporate Governance Committee and our Board of Directors has determined that Mr. Hanover should serve as a member of our Board of Directors since he is best able to impart to our Board of Directors the business and financial acumen essential for a complete understanding by our Board of Directors of GTX's operations, strategies and developmental plans.

**Garry A. Neil, M.D.**

Dr. Neil, age 64, has served as a director since August 2016 and currently serves as a member of the Nominating and Corporate Governance Committee and the Board's Scientific and Development Committee. Dr. Neil joined Aevi Genomic Medicine (formerly Medgenics, Inc.) as Chief Scientific Officer in September 2013. Prior to joining Aevi Genomic Medicine, Dr. Neil held a number of senior positions in the pharmaceutical industry, academia and venture capital. These include Corporate Vice President of Science & Technology at Johnson & Johnson and Group President at Johnson & Johnson Pharmaceutical Research and Development from 2002 to 2012, as well as Vice President of Research and Development at Merck KGaA/EMD Pharmaceuticals and Vice President of Clinical Research at Astra Zeneca and Astra Merck prior to his joining Johnson & Johnson. Under his leadership a number of important new medicines for the treatment of cancer, anemia, infections, central nervous system and psychiatric disorders, pain, and genitourinary and gastrointestinal diseases gained initial or expanded approvals. Dr. Neil holds a B.S. from the University of Saskatchewan and an M.D. from the University of Saskatchewan College of Medicine. He completed postdoctoral clinical training in internal medicine and gastroenterology at the University of Toronto. Dr. Neil also completed a postdoctoral research fellowship at the Research Institute of Scripps Clinic. He is the Founding Chairman of the Pharmaceutical Industry R&D Consortium, TransCelerate Biopharmaceuticals Inc., and remains on the Board. He also serves on the Boards of Reagan Udall Foundation and Arena Pharmaceuticals, Inc. (NASDAQ: ARNA). He is a past member of the Board of Foundation for the National Institutes of Health (FNIH), and the Science Management Review Board of the NIH. He is past Chairman of the Pharmaceutical Research and Manufacturers Association (PhRMA) Science and Regulatory Executive Committee and the PhRMA Foundation Board. With the death of Dr. Barry Furr, who served on GTX's Board of Directors and as Chair of its Scientific and Development Committee, the Board's Nominating and Corporate Governance Committee was particularly pleased to find someone of Dr. Neil's experience and background in drug development and regulatory interactions to help the Board oversee our ongoing drug development programs.

**Kenneth S. Robinson, M.D., M.Div.**

Dr. Robinson, age 63, has served as a director since May 2008 and currently serves as Chair of the Nominating and Corporate Governance Committee and as a member of the Audit Committee. From 2003 through 2007, Dr. Robinson served in the cabinet of Tennessee Governor Phil Bredesen as Commissioner of Health, and in April 2009, Dr. Robinson accepted an appointment to provide executive-level public health leadership and consultation as the Health Officer of Shelby County, Tennessee, the county in which GTX is located. In February 2011, Dr. Robinson was appointed as Public Health Policy Advisor for Shelby County, Tennessee. From 1982 through 1991, Dr. Robinson taught and practiced internal medicine at Vanderbilt University School of Medicine, and from 1991 through 2003, he was an Assistant Dean at the University of Tennessee College of Medicine. Since 2015, he has served as President and CEO of United Way of the Mid-South. Dr. Robinson holds a B.A., cum laude, from Harvard University, a M.D. from Harvard Medical School, and a Master of Divinity from



Vanderbilt Divinity School. As a Harvard-trained physician who has experience in overseeing the complexities of federal and state agencies' provision of healthcare to elderly and indigent patients, Dr. Robinson brings to the Board expertise in governance, governmental reimbursement related issues, population health data and priorities, and the role of government in the development and delivery of healthcare services. Dr. Robinson, an African-American, adds an element of racial diversity to the Board and also provides a voice for GTX with state and local officials.

#### **Director Independence**

As required under the Nasdaq listing standards, a majority of the members of a listed company's Board of Directors must qualify as "independent," as affirmatively determined by the Board of Directors. Consistent with the requirements of the SEC and Nasdaq, our Board of Directors reviews all relevant transactions or relationships between each director, and GTX, its senior management and its independent registered public accounting firm. During this review, the Board considers whether there are any transactions or relationships between directors or any member of their immediate family (or any entity of which a director or an immediate family member is an executive officer, general partner or significant equity holder) and members of GTX's senior management or their affiliates.

As a result of this review, the Board affirmatively determined that the following five of our seven directors are independent members of the Board of Directors within the meaning of the applicable Nasdaq listing standards: Dr. Carter, Mr. Hyde (Lead Director), Mr. Glass (nominee), Dr. Neil and Dr. Robinson. As a result of Mr. Hyde's significant stock ownership in GTX, Mr. Hyde is not considered "independent" under applicable Nasdaq and SEC standards pertaining to membership of the Audit Committee (Mr. Hyde is not a member of the Audit Committee). In determining that Mr. Hyde is an independent member of the Board of Directors within the meaning of the applicable Nasdaq listing standards, the Board considered Mr. Hyde's significant ownership interest in GTX as well as his significant investments in our securities offerings in 2014, 2016 and 2017. Neither Mr. Hanover nor Dr. Wills (nominee) is "independent" within the meaning of the Nasdaq listing standards since each of Mr. Hanover and Dr. Wills serves as an executive officer of GTX.

The Compensation Committee and the Nominating and Corporate Governance Committee of the Board are comprised entirely of directors who are independent within the meaning of the Nasdaq listing standards, and the members of the Audit Committee are independent under applicable Nasdaq listing standards and SEC rules. In addition, the Board of Directors has determined that Mr. Glass, the Chair of the Audit Committee, qualifies as an "audit committee financial expert" within the meaning of the SEC rules. In determining whether Dr. Carter, Mr. Hyde and Mr. Glass are independent within the meaning of the Nasdaq listing standards pertaining to membership of the Compensation Committee, the Board determined that, based on its consideration of factors specifically relevant to determining whether any such director has a relationship to GTX that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, no member of the Compensation Committee has a relationship that would impair that member's ability to make independent judgments about GTX's executive compensation. In particular, the Board considered, among other things, the source of each member's compensation, including compensation paid to such member by GTX, and also considered Mr. Hyde's significant stock ownership in and status as an affiliate of GTX and determined that such compensation and affiliation, as applicable, would not impair the applicable member's ability to make independent judgments about GTX's executive compensation. In the case of Mr. Hyde, the Board determined that, as a significant stockholder, his interests are aligned with other stockholders in seeking an appropriate executive compensation program for GTX.

## Board Leadership Structure and Role in Risk Oversight

Pursuant to our bylaws and our Guidelines on Governance Issues (a copy of which can be found on our corporate website at [www.gtxinc.com](http://www.gtxinc.com) under "Investors" at "Corporate Governance"), our Board determines the best Board leadership structure for our company from time to time. As part of our annual Board self-evaluation process, the Board evaluates our leadership structure in an effort to ensure that it provides the optimal structure for our company and for our stockholders.

Since we became a public company in February 2004, we historically operated with a non-executive Chairman of the Board, Mr. Hyde, who led the Board, and a Chief Executive Officer with responsibility for running GTx who is also a member of the Board. In early 2015, we elected a new Board member, Dr. Wills, who serves as our Executive Chairman. Dr. Wills was appointed as our Executive Chairman to provide complimentary leadership to our management team by someone who has spent his career in pharmaceutical clinical development and business strategies. Mr. Hyde, who served as our non-executive Chairman until this change, has assumed the role of Lead Director and interacts routinely with both our Executive Chairman and our Chief Executive Officer. In his role as Executive Chairman, Dr. Wills is responsible for, among other things:

- providing leadership to the Board complimentary to the Lead Director;
- setting the Board meeting agendas in consultation with our Chief Executive Officer and Lead Director;
- presiding at Board meetings and stockholder meetings; and
- facilitating the flow of information between management and the directors on a regular basis.

In his role as Lead Director, Mr. Hyde is responsible for, among other things:

- providing leadership to the Board complementary to the Executive Chairman;
- providing the Executive Chairman and the Chief Executive Officer with input as to the preparation of Board meeting agendas;
- presiding at Board meetings if the Executive Chairman is not in attendance;
- consulting with the Executive Chairman and the Chief Executive Officer from time to time as to the quality, quantity and timeliness of the flow of information from management that is necessary for the independent directors to effectively and responsibly perform their duties;
- coordinating and developing the agenda for, and chairing, executive sessions of the Board's independent directors; and
- acting as principal liaison between the independent directors and the Executive Chairman and the Chief Executive Officer.

We believe that having Dr. Wills in the role of Executive Chairman allows Mr. Hanover to focus on the challenges that GTx faces in the current business environment while receiving complimentary leadership from a seasoned pharmaceutical executive. While our Guidelines on Governance Issues do not require that we separate the duties of Chairman of the Board from those of the Chief Executive Officer, we believe that combining Dr. Wills' strategic focus with the day-to-day operational skills provided by our Chief Executive Officer supports a mature, thoughtful and complete review of matters of importance to GTx. We also believe that having a Lead Director, Mr. Hyde, separate from our Chief

Executive Officer and Executive Chairman, reinforces the independence of the Board of Directors in its oversight of the business and affairs of the company. In addition, we believe that having a Lead Director, who is independent of management, creates an environment that is more conducive to objective evaluation and oversight of management's performance, increasing management accountability and improving the ability of the Board of Directors to monitor whether management's actions are in the best interests of GTX and its stockholders. In this regard, having the opportunity for the independent directors to meet in executive session under the direction of the Lead Director gives our Board ample opportunity to openly question and discuss matters pertaining to management, including the appropriateness of their direction and actions.

Our Board currently has five independent members within the meaning of the applicable Nasdaq listing standards and two non-independent members—Mr. Hanover, our Chief Executive Officer, and Dr. Wills, our Executive Chairman. A number of our independent Board members have served as members of senior management of other public companies and are either serving or have served as directors of other public companies. Our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are each comprised solely of independent directors within the meaning of the applicable Nasdaq listing standards, each with a different independent director serving as the Chair of the committee. We also have a fourth Board committee, the Scientific and Development Committee, established in 2012, which is comprised of Dr. Carter and Dr. Neil, two independent directors, as well as Dr. Wills, with Dr. Wills serving as the Chair of that committee. Typically, all members of our Board attend scheduled meetings of the Scientific and Development Committee. We believe that the number of independent, experienced directors who make up our Board, along with the independent oversight of the Board by our Lead Director, Mr. Hyde, benefits GTX and our stockholders.

Previously, our Board delegated many risk oversight functions to its committees, and while Board committees assist the Board in its oversight function, following our substantial workforce reduction in October 2013 and more focused efforts on our development programs, the committees and the full Board decided to suspend the committees' more compartmentalized review of our operational risks. However, as questions about operational risks arise, certain Board committees may ask for more detailed information from management about how the company identifies specific risks and mitigates them. For example, at the February 2016 meeting of the Board's Scientific and Development Committee, a presentation was made by our clinical operations personnel about how the company seeks to identify and mitigate any risk of possible data fraud in our ongoing clinical studies. Similarly, the Board's Audit Committee has received an overview and updates from our intellectual technology team outlining potential cybersecurity risks and management's efforts to mitigate cybersecurity risks. Additionally, our management team provides the Board with regular updates about our strategies and objectives and their assessment of operational risks inherent within them at regular meetings of the Board. Board meetings also provide a venue for our directors to discuss issues of concern with management. The Board calls special meetings when necessary to address specific issues or matters that should be addressed before the next regularly scheduled meeting. In addition, our directors have access to our management at all levels to discuss any matters of interest, including those related to risk. Those members of management most knowledgeable about the applicable issues attend Board meetings to provide additional insight into items being discussed, including exposures and mitigation strategies with respect to various risks. Our Chief Legal Officer and principal financial officer report directly to our Chief Executive Officer, providing him with visibility to our risk profile. The Board of Directors believes that the work undertaken by the full Board and the Chief Executive Officer enables the Board to effectively oversee our risk management function.

## Board and Committee Meetings; Attendance

GTx encourages, but does not require its directors to attend annual meetings of stockholders. All but two of our then-current directors attended the 2017 Annual Meeting of Stockholders. For 2017, each director attended at least 75% of the aggregate of (a) all meetings of the Board and (b) any committees on which he served. In 2017, the Board of Directors held four meetings, and the number of meetings held by our standing Board committees, other than the Scientific and Development Committee, is set forth in the table below. In addition, our independent directors typically hold executive sessions after the conclusion of each regularly scheduled Board meeting. Mr. Hyde presides over each executive session of the Board.

## Board Committees

GTx's Board of Directors currently has four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Scientific and Development Committee. The charters for the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Scientific and Development Committee are available on GTx's website ([www.gtxinc.com](http://www.gtxinc.com)) under "Investors" at "Corporate Governance." The current membership of and information about our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are shown below. The purpose of the Scientific and Development Committee is to assist the Board by reviewing and evaluating GTx's research strategy, as well as its research, development and clinical programs.

<u>Committee/Current Members</u>	<u>Committee Functions</u>
<b>Audit Committee</b>	<ul style="list-style-type: none"><li>• Oversees financial and operational matters involving accounting, corporate finance, auditing, internal control over financial reporting, compliance, and business ethics.</li></ul>
<i>Current Members</i> Mr. Glass (Chair) Dr. Carter Dr. Robinson	<ul style="list-style-type: none"><li>• Oversees other financial audit and compliance functions as assigned by the Board.</li><li>• Oversees those functions which may pose material financial risk to GTx.</li><li>• Has the sole authority to select, evaluate, replace and oversee GTx's independent registered public accounting firm.</li></ul>
<i>Number of Meetings held in 2017: 6</i>	<ul style="list-style-type: none"><li>• Has the sole authority to approve non-audit and audit services to be performed by the independent registered public accounting firm.</li><li>• Monitors the independence and performance of the independent registered public accounting firm.</li><li>• Provides an avenue of communications among the independent registered public accounting firm, management and the Board of Directors.</li><li>• Reviews, approves and provides oversight of "related party transactions."</li><li>• Has the specific responsibilities and authority necessary to comply with the Nasdaq listing standards applicable to audit committees.</li></ul>

**Committee/Current Members**  
**Compensation Committee**

*Current Members:*  
Dr. Carter (Chair)  
Mr. Glass  
Mr. Hyde

*Number of Meetings held in 2017: 5*

**Committee Functions**

- Reviews the performance of GTx officers and establishes overall executive compensation policies and programs.
- Reviews and approves compensation elements such as base salary, bonus awards, stock option grants and other forms of long-term incentives for GTx officers.
- Has the authority, in its sole discretion, to retain (or obtain the advice of) any compensation consultant, legal counsel or other adviser to assist it in the performance of its duties.
- Evaluates the independence of GTx's compensation advisers.
- Has the direct responsibility for the appointment, compensation and oversight of the work of any advisers retained or engaged by the Compensation Committee.
- Reviews Board compensation.
- Has the specific responsibilities and authority necessary to comply with the Nasdaq listing standards applicable to compensation committees.

**Committee/Current Members**  
**Nominating and Corporate Governance Committee**

*Current Members:*  
Dr. Robinson (Chair)  
Mr. Hyde  
Dr. Neil

*Number of Meetings held in 2017: 3*

**Committee Functions**

- Evaluates governance standards for GTx to ensure that appropriate governance policies and procedures have been established and are being followed.
- Develops criteria to determine the qualifications and appropriate tenure of directors.
- Reviews such qualifications and makes recommendations to the Board regarding the nomination of current directors for re-election to the Board as well as new nominees to fill vacancies on the Board.
- Considers any stockholder recommendations for Board nominees, as described below.
- Recommends to the Board the chairmanship and membership of each Board committee.
- Reviews succession plans for GTx officers.

**Nominating and Corporate Governance Committee Matters**

The Nominating and Corporate Governance Committee expects, as minimum qualifications, that nominees to the Board (including incumbent directors) will enhance the Board's management, finance, commercial and/or scientific expertise, will not have a conflict of interest and will have a high ethical standard and, with respect to new members of the Board, a willingness to serve at least an initial three year term for the Nominating and Corporate Governance Committee to recommend them to the Board of Directors. A director nominee's knowledge and/or experience in areas such as, but not limited to, the medical, pharmaceutical, biotechnology, biopharmaceutical or life sciences industry, equity and debt capital markets and financial accounting are likely to be considered both in relation to the individual's qualification to serve on our Board of Directors and the needs of the Board as a whole. While we do not have a formal policy on Board diversity, the Nominating and Corporate Governance Committee takes into account a broad range of diversity considerations when assessing director candidates, including individual backgrounds and skill sets, professional experiences and other factors that contribute to our Board having an appropriate range of expertise, talents, experiences and viewpoints, and considers those diversity considerations, in view of the needs of the Board as a whole, when making decisions on director nominations. Other characteristics, including but not limited to, the director nominee's material relationships with GTx, time availability, service on other boards of directors and their committees, or any other characteristics which may prove relevant at any given time

as determined by the Nominating and Corporate Governance Committee are reviewed for purposes of determining a director nominee's qualification.

Candidates for director nominees are evaluated by the Nominating and Corporate Governance Committee in the context of the current composition of the Board, the operating requirements of GTx and the long-term interests of GTx's stockholders. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee must be independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then may use its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews such directors' overall service to GTx during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. The Nominating and Corporate Governance Committee meets to discuss and consider such candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether the candidate was recommended by a stockholder or not. To date, the Nominating and Corporate Governance Committee has not paid a fee to any third party to assist in the process of identifying or evaluating director candidates.

The Nominating and Corporate Governance Committee reviewed the qualifications and performance of each of the directors currently standing for re-election at the Annual Meeting, and recommended their nomination to the full Board of Directors.

The Board of Directors does not impose term limits or a mandatory retirement age for directors, except that our Chief Executive Officer (or any other officer of GTx, including our Executive Chairman, if he or she is a member of the Board) is required to tender his or her resignation to the Board if he or she ceases to serve as an executive officer of GTx. The Nominating and Corporate Governance Committee will then consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation. With respect to non-employee members of the Board, while it is believed that a director's knowledge and/or experience can continue to provide benefit to the Board of Directors following a director's retirement from his or her primary work affiliation, it is recognized that a director's knowledge of and involvement in ever changing business environments can weaken, and therefore his or her ability to continue to be an active contributor to the Board of Directors will be reviewed. Upon a director's change in his or her employment status, if any, he or she is required to notify the Nominating and Corporate Governance Committee of such change and, if determined by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee, to offer his or her resignation.

#### **Compensation Committee Matters**

*Scope of Authority.* The Compensation Committee acts on behalf of the Board of Directors to establish the compensation of executive officers of GTx and provides oversight of GTx's compensation philosophy. The Compensation Committee also acts as the oversight committee with respect to GTx's benefit plans, stock plans and bonus plans covering executive officers and other senior management. In overseeing those plans, the Compensation Committee has the sole authority for the day-to-day administration and interpretation of the plans. The Compensation Committee retains the authority for

establishing all matters with respect to the compensation of our executive officers, although our Compensation Committee may recommend to the full Board of Directors that it take action with respect to such compensation matters. Under its charter, the Compensation Committee has the authority, in its sole discretion, to retain (or obtain the advice of) any compensation consultant, legal counsel or other adviser to assist it in the performance of its duties. The Compensation Committee also has the direct responsibility for the appointment, compensation and oversight of the work of any advisers retained or engaged by the Compensation Committee. Finally, the Compensation Committee has the sole authority to approve the reasonable fees and the other terms and conditions of the engagement of any such advisor, including authority to terminate the engagement. GTX must provide for appropriate funding, as determined by the Compensation Committee, for the payment of reasonable compensation to any such adviser retained by the Compensation Committee.

Dr. Carter, as Chair of the Compensation Committee, is responsible for setting the agenda for meetings. Our Compensation Committee annually evaluates the performance, and determines the compensation, of the Executive Chairman of the Board, Chief Executive Officer and the other officers of GTX.

*Role of Compensation Consultants in 2017 Compensation Determinations.* Under its charter, our Compensation Committee has the authority to retain its own compensation consultant at company expense. During the fiscal year ended December 31, 2017, the Compensation Committee reviewed and relied on data from Equilar, Inc., an independent executive compensation survey database, regarding comparable cash and equity compensation payments made by our peers to their executive officers, but no compensation consultant had any role in recommending for determination the levels or elements of our executive compensation program.

*Roles of Executives in Establishing Executive Compensation.* Historically, our human resource, finance and legal departments worked with senior management to design and develop compensation programs for our named executive officers for recommendation to the Compensation Committee. In addition, these management groups worked together to recommend changes to existing compensation programs, to recommend financial and other performance targets to be achieved under those programs, to prepare analyses of financial data, and to prepare peer data comparisons and other briefing materials for the Compensation Committee. Our Chief Executive Officer, Mr. Hanover, leads our human resource, finance and legal departments in designing and developing compensation programs for our executive officers, and presents these proposals to the Compensation Committee. Mr. Hanover discusses all executive compensation proposals with our Executive Chairman of the Board, Dr. Wills, and Henry P. Doggrell, our Chief Legal Officer, before they are presented to the Compensation Committee for its consideration. The Compensation Committee may approve, modify, or reject those proposals, or may request additional information from management (or its own consultant, if it wished to retain one) on those matters.

Dr. Wills and Mr. Hanover also make recommendations to the Compensation Committee with respect to the specific performance goals to be achieved under our Executive Bonus Compensation Plan, which is described in more detail below in the section entitled, "*Executive Compensation—Narrative Disclosure to Summary Compensation Table—Annual Bonus Plan.*" Dr. Wills and Mr. Hanover provide annual reviews of the performance of each of our executive officers (other than themselves) to assist the Compensation Committee in its annual determination of each element of compensation for such officers. The performance of Dr. Wills and Mr. Hanover is evaluated by the Compensation Committee.

Typically, the Compensation Committee meets in executive session to discuss and determine appropriate base salaries, bonus compensation target awards and goals (if applicable), and equity awards for each executive officer of GTX. No named executive officer was present or directly

participated in the final deliberations of the Compensation Committee with respect to any component of his or her own fiscal year 2016 or 2017 compensation.

*Director Compensation.* The Board of Directors sets non-employee directors' compensation at the recommendations of both the Nominating and Corporate Governance Committee and the Compensation Committee. The Compensation Committee and the Board of Directors believe that: director compensation should fairly compensate directors for work required in a company of GTx's size and scope; the compensation should align directors' interests with the long-term interest of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Our non-employee director compensation program has typically consisted of a combination of a cash retainer and initial and annual stock option grants, with the number of shares subject to the annual stock option grant based on providing eligible directors aggregate equity grants in line with the 50<sup>th</sup> percentile of the equity granted to non-employee directors of GTx's peers. Data from GTx's peers is gathered from Equilar's online data base reflecting compensation information gleaned from the prior year's proxy statement for each peer, and then considered by the Nominating and Corporate Governance Committee and the Compensation Committee for the purpose of making recommendations to the Board for director compensation which the Board must then approve. In February 2017, the Board, upon the recommendations of the Nominating and Corporate Governance Committee and the Compensation Committee, determined that the number of shares subject to the automatic annual option grants occurring on the date following the 2017 Annual Meeting of Stockholders will be 15,000 shares of GTx common stock. During the November 2017 meetings of the Nominating and Corporate Governance and Compensation Committees, relevant data from Equilar on peer group director compensation was reviewed and used to assess current non-employee director compensation. It was determined by the Nominating and Corporate Governance and Compensation Committees that the cash compensation paid to non-employee directors for their service to GTx was consistent with similar payments by the company's peers, and no adjustments in cash compensation payments were needed. However, the data suggested that equity compensation was below the aggregate equity grants received by peer group board members, and the members of the Nominating and Corporate Governance and Compensation Committees discussed various ways annual equity grants could be determined for 2018, including using a Black-Scholes calculation, based on an agreed stock value grant, when the annual grants were to be made to eligible directors on the date following the Annual Meeting. At the March 2018 meetings of the Nominating and Corporate Governance and Compensation Committees and Board, it was determined that the escalating price of GTx common stock made a predetermined future grant of a specific value less likely to achieve the desired outcome of having the annual stock option grants consistent with the equity grants in line with the 50<sup>th</sup> percentile of the equity granted to non-employee directors of GTx's peers, and the Nominating and Corporate Governance and Compensation Committees decided to recommend to the Board that an award of stock options to acquire 7,500 shares of GTx common stock was more in line with its peers and consistent with what the Board has granted its eligible directors historically. Accordingly, the number of shares subject to the automatic annual stock option grants occurring on the date following the Annual Meeting will be 7,500 shares of GTx common stock. Consistent with our governance practice, the Nominating and Corporate Governance Committee made this recommendation to the Compensation Committee, which concurred and provided the joint recommendation to the Board for its approval. For more information on the compensation arrangements for our non-employee directors, please see the section entitled "*Director Compensation*" below.

*Compensation Committee Charter.* Our Compensation Committee reviews its charter on an annual basis and, if necessary, recommends changes to the Board of Directors for its approval. A copy of the Compensation Committee's charter can be found on our corporate website at [www.gtxic.com](http://www.gtxic.com) under "Investors" at "Corporate Governance."



## Stockholder Nomination Policy

It is the Nominating and Corporate Governance Committee's policy to review and consider all candidates for nomination and election as directors who may be suggested by any director or executive officer of GTX. The Nominating and Corporate Governance Committee will also consider any director candidate recommended by any stockholder if the recommendation is made in accordance with GTX's charter, bylaws and applicable law although no director candidate has been recommended to date by any stockholder, other than members of the Board of Directors and management who are also stockholders of GTX. To be considered, a recommendation for director nomination should be submitted in writing to: GTX, Inc., Nominating and Corporate Governance Committee, Attention: Corporate Secretary, 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103. When submitting candidates for nomination to be elected at GTX's annual meetings of stockholders, stockholders must follow the notice procedures and provide the information required by GTX's bylaws. In particular, for the Nominating and Corporate Governance Committee to consider a candidate recommended by a stockholder for nomination at the 2019 Annual Meeting of Stockholders, the recommendation must be delivered to GTX's Corporate Secretary, in writing, not later than the close of business on December 4, 2018, nor earlier than the close of business on November 4, 2018, subject to the different notice submission date requirements provided for in GTX's bylaws in the event that GTX does not hold its 2019 Annual Meeting of Stockholders between April 9, 2019 and June 8, 2019. The recommendation must include the same information as is specified in GTX's bylaws for stockholder nominees to be considered at an annual meeting, including the following:

- the stockholder's name and address and the beneficial owner, if any, on whose behalf the nomination is proposed;
- the class and number of shares of GTX that are owned beneficially and of record by such stockholder and such beneficial owner;
- a description of all arrangements or understandings between the stockholder and the proposed nominee and any other person or persons regarding the nomination;
- the nominee's written consent to being named in GTX's proxy statement as a nominee and to serving as a director if elected; and
- all information regarding the nominee that would be required to be included in GTX's proxy statement by the rules of the SEC, including the nominee's age, business experience for the past five years and any directorships held by the nominee during the past five years.

## Code of Business Conduct and Ethics and Guidelines on Governance Issues

Our Board of Directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees as well as Guidelines on Governance Issues. These documents are available on GTX's website ([www.gtxinc.com](http://www.gtxinc.com)) under "Investors" at "Corporate Governance." GTX will provide a copy of these documents to any stockholder, without charge, upon request, by writing to: GTX, Inc., Corporate Secretary, 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Business Conduct and Ethics by posting such information on our website at the address and the locations specified above.

## **Communications with the Board**

Stockholders and other interested parties may communicate in writing with our Board of Directors, any of its committees, or with any of its non-management directors by sending written communications addressed to: GTX, Inc., Attention: Corporate Secretary, 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103. Our Corporate Secretary will review each communication and will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication is unduly hostile, threatening or similarly inappropriate, in which case, our Corporate Secretary will discard the communication.

## **Policies on Reporting Certain Concerns Regarding Accounting and Other Matters**

We have adopted policies on the reporting of concerns to our Compliance Officer and Audit Committee regarding any suspected misconduct, illegal activities or fraud, including any questionable accounting, internal accounting controls or auditing matters, or misconduct. Any person who has a concern regarding any misconduct by any GTX employee, including any GTX officer, or any agent of GTX, may submit that concern to: GTX, Inc., Attention: Compliance Officer, 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103. Employees may communicate all concerns regarding any misconduct to our Compliance Officer and/or the Audit Committee on a confidential and anonymous basis through GTX's "whistleblower" hotline, the compliance communication phone number established by GTX: 1-877-778-5463, or by filing an anonymous, confidential report through Report-it.com, a web-based online service for "whistleblower" communications accessed at [www.reportit.net](http://www.reportit.net). Any communications received through the toll free number or the online service is promptly reported to GTX's Compliance Officer, as well as other appropriate persons within GTX.

## AUDIT COMMITTEE REPORT<sup>(1)</sup>

The Audit Committee of the Board of Directors operates under a written charter approved by the Board of Directors, which is available on GTX's website ([www.gtxinc.com](http://www.gtxinc.com)) under "Investors" at "Corporate Governance." The Audit Committee's charter specifies that the purpose of the Audit Committee is to assist the Board in its oversight of:

- the engagement and performance of the independent registered public accounting firm;
- the quality and integrity of GTX's financial statements;
- GTX's system of internal controls;
- compliance with legal and regulatory requirements; and
- those functions which pose a material financial risk to GTX.

In carrying out these responsibilities, the Audit Committee, among other things:

- monitors the preparation of quarterly and annual financial reports by GTX's management;
- supervises the relationship between GTX and its independent registered public accounting firm, including:
  - having direct responsibility for its appointment, compensation and retention;
  - reviewing the scope of its audit services;
  - approving audit and non-audit services; and
  - confirming the independence of the independent registered public accounting firm; and
- oversees management's implementation and maintenance of effective systems of internal and disclosure controls, including review of GTX's policies relating to legal and regulatory compliance, ethics and conflicts of interests.

Management is responsible for: the preparation, presentation and integrity of GTX's financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, GTX's internal control over financial reporting. The independent registered public accounting firm is responsible for performing an independent audit of GTX's financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the Audit Committee met with management and the independent registered public accounting firm to review and discuss the audited financial statements,

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(1) This Section is not "soliciting material," is not deemed filed with the SEC and is not to be incorporated by reference in any filing of GTX under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

including a discussion of the quality and acceptability of GTX's financial reporting and controls. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board. The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with the independent registered public accounting firm that firm's independence. The Audit Committee has also received management's report on internal control over financial reporting.

Based upon the Audit Committee's discussions with management and the independent registered public accounting firm, and the Audit Committee's review of the representations of management and the independent registered public accounting firm, subject to the limitations on the role and responsibilities of the Audit Committee referred to above and in the Audit Committee Charter, the Audit Committee recommended that the Board of Directors include the audited financial statements in GTX's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

J. Kenneth Glass, Chair  
Michael G. Carter  
Kenneth S. Robinson

**PROPOSAL NO. 2  
RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected Ernst & Young LLP as GTX's independent registered public accounting firm for the fiscal year ending December 31, 2018, and the Board of Directors has further directed that management submit the appointment of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. Ernst & Young LLP has audited GTX's financial statements since 1998. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting to make a statement if he or she so desires and to answer any appropriate questions.

Stockholder ratification of the appointment of Ernst & Young LLP as GTX's independent registered public accounting firm is not required by GTX's bylaws or other governing documents. However, the Board is submitting the appointment of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate governance. The Audit Committee is not bound by a vote either for or against the proposal. The Audit Committee will consider a vote against Ernst & Young LLP by the stockholders in selecting our independent registered public accounting firm in the future. Even if the stockholders do ratify the appointment, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it believes that such a change would be in the best interests of GTX and our stockholders.

Stockholder approval of this Proposal No. 2 requires a "FOR" vote from at least a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal.

***On behalf of the Audit Committee, the Board of Directors unanimously  
recommends a vote "FOR" Proposal No. 2.***

**Independent Registered Public Accounting Firm's Fees**

The following table shows the fees paid or accrued by GTX for audit and other services provided by Ernst & Young LLP, GTX's independent registered public accounting firm, for the years ended December 31, 2016 and 2017.

<u>Year</u>	<u>Audit Fees<sup>(1)</sup></u>	<u>Audit-Related Fees<sup>(2)</sup></u>	<u>Tax Fees<sup>(3)</sup></u>	<u>All Other Fees</u>	<u>Total Fees</u>
2016	\$ 397,241	—	\$ 31,704	—	\$ 428,945
2017	\$ 345,453	—	\$ 50,750	—	\$ 396,203

(1) "Audit Fees" consisted of fees for professional services provided in connection with the audit of our financial statements and review of our quarterly financial statements. Also includes fees for services provided in connection with other statutory or regulatory filings or engagements, such as comfort letters, attest service, consents and review of documents filed with the SEC.

(2) "Audit-Related Fees" consisted of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees." There were no audit-related fees billed for fiscal 2016 or fiscal 2017.

(3) "Tax Fees" consisted of fees associated with tax compliance, including tax return preparation, and tax advice and tax planning services. Tax compliance services accounted for \$19,000 and \$20,000 of the total tax fees billed in 2016 and 2017, respectively. Tax advice and tax planning services of \$12,704 and \$30,750 in 2016 and 2017, respectively, related primarily to consultations on our net operating loss carryforwards.

**Pre-Approval Policies and Procedures**

Applicable SEC rules require the Audit Committee to pre-approve audit and non-audit services provided by our independent registered public accounting firm. Since March 18, 2004, our Audit Committee has pre-approved all new services provided by Ernst & Young LLP.

The Audit Committee pre-approves all audit and non-audit services to be performed for GTx by its independent registered public accounting firm. The Audit Committee does not delegate the Audit Committee's responsibilities under the Exchange Act to GTx's management. The Audit Committee has delegated to the Chair of the Audit Committee the authority to grant pre-approvals of audit services of up to \$20,000; provided that any such pre-approvals are required to be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee has determined that the rendering of the services other than audit services by Ernst & Young LLP is compatible with maintaining Ernst & Young's independence.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table provides certain information with respect to all of GTX's equity compensation plans in effect as of December 31, 2017:

<u>Name</u> <u>Plan Category</u>	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	2,280,996(1)	\$ 11.53(3)	643,792(2)
Equity compensation plans not approved by security holders	86,379(4)	—(4)	23,872(5)
<b>Total</b>	<b>2,367,375</b>	<b>\$ 11.53(3)</b>	<b>667,664</b>

- (1) Represents shares of GTX common stock underlying stock options and restricted stock units, or RSUs, granted under, as applicable: (i) the GTX, Inc. 2001 Stock Option Plan, or the 2001 Plan, the GTX, Inc. 2002 Stock Option Plan, or the 2002 Plan, and the GTX, Inc. 2004 Equity Incentive Plan, or the 2004 Plan; (ii) the GTX, Inc. Amended and Restated 2004 Non-Employee Directors' Stock Option Plan, or the Prior Directors' Plan; (iii) the GTX, Inc. 2013 Equity Incentive Plan, or the 2013 Plan; and (iv) the GTX, Inc. 2013 Non-Employee Director Equity Incentive Plan, or the 2013 Directors' Plan. From and after the May 2, 2013 effective date of the 2013 Plan and 2013 Directors' Plan, no further awards may be made under the 2001 Plan, 2002 Plan, 2004 Plan and the Prior Directors' Plan. Stock options previously granted under the 2001 Plan, 2002 Plan, 2004 Plan and the Prior Directors' Plan continue to be governed by the terms of the applicable plan.
- (2) Represents shares of GTX common stock remaining available for future issuance under the 2013 Plan and the 2013 Directors' Plan. The total number of shares of GTX common stock available for future issuance under the 2013 Plan, upon its May 2, 2013 effective date, was initially 420,815 shares plus up to an additional 609,355 Returning Employee Shares (as defined below) as such shares become available from time to time as set forth in the 2013 Plan. "Returning Employee Shares" means the shares subject to outstanding awards granted under the Genotherapeutics, Inc. Stock Option Plan, the GTX, Inc. 2000 Stock Option Plan, the 2001 Plan, the 2002 Plan and the 2004 Plan that, from and after the May 2, 2013 effective date of the 2013 Plan, expire or terminate for any reason prior to exercise or settlement, are forfeited because of the failure to vest in those shares or are otherwise returned to the 2013 Plan share reserve pursuant to the terms of the 2013 Plan. As of December 31, 2017, an aggregate of 500,277 shares of GTX common stock remained available for future issuance under the 2013 Plan, plus up to an additional 232,246 Returning Employee Shares as such shares become available from time to time thereafter as set forth in the 2013 Plan. In addition, the number of shares remaining available for future issuance under the 2013 Plan automatically increases on January 1st of each year, for ten years, commencing on January 1, 2014, in an amount equal to 4% of the total number of shares of GTX common stock outstanding on December 31 of the preceding calendar year, or such lesser (or no) amount as may be approved by our Board of Directors. On January 1, 2018, the number of shares available for issuance under the 2013 Plan automatically increased by 861,676 shares. The total number of shares of GTX common stock available for future issuance under the 2013 Directors' Plan, upon its May 2, 2013 effective date, was initially 40,400 shares plus up to an additional 44,966 Returning Director Shares (as defined below) as such shares become available from time to time as set forth in the 2013 Directors' Plan. "Returning Director Shares" means the shares subject to outstanding awards granted under the Prior Directors' Plan that, from and after the May 2, 2013 effective date of the 2013 Directors' Plan, expire or terminate for any reason prior to exercise or settlement, are forfeited because of the failure to vest in those shares or are otherwise returned to the 2013 Directors' Plan share reserve pursuant to the terms of the 2013 Directors' Plan. As of December 31, 2017, an aggregate of 143,515 shares of GTX common stock remained available for future issuance under the 2013 Directors' Plan, plus up to an additional 17,600 Returning Director Shares as such shares become available from time to time thereafter as set forth in the 2013 Directors' Plan. In addition, the number of shares remaining available for future issuance under the 2013 Directors' Plan automatically increases on January 1st of each year, for ten years, commencing on January 1, 2014, in an amount equal to the lesser of 1% of the total number of shares of GTX common stock outstanding on December 31 of the preceding calendar year and 50,000 shares, or such lesser (or no) amount as may be approved by Board of Directors. On January 1, 2018, the number of shares available for issuance under the 2013 Directors' Plan automatically increased by 50,000 shares.

- (3) The weighted-average exercise price takes into account 380,500 shares of common stock issuable upon vesting of outstanding RSUs, which have no exercise price. The weighted-average exercise price, excluding such outstanding RSUs, is \$13.84.
- (4) Represents shares credited to individual director stock accounts as of December 31, 2017 under our Directors' Deferred Compensation Plan. There is no exercise price for these shares.
- (5) As of December 31, 2017, we had reserved an aggregate of 125,000 shares of GTX common stock for issuance pursuant to our Directors' Deferred Compensation Plan. Effective March 15, 2018, we reserved an additional 50,000 shares of GTX for issuance pursuant to our Directors' Deferred Compensation Plan. The number of shares that may become issuable under our Directors' Deferred Compensation Plan depends solely on future elections made by plan participants. As of December 31, 2017, 14,749 shares of common stock had been distributed to participants in our Directors' Deferred Compensation Plan, and 86,379 shares were then credited to individual director stock accounts under our Directors' Deferred Compensation Plan.



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of March 1, 2018 (except as noted) regarding the beneficial ownership of our common stock by:

- each person, or group of affiliated persons, who is known by us to own beneficially five percent or more of our common stock;
- each of our directors and nominees for director;
- each of our named executive officers; and
- all of our directors and executive officers as a group.

The number of shares owned and percentage ownership in the following table is based on 21,821,778 shares of common stock outstanding on March 1, 2018. Except as otherwise indicated below, the address of each officer and director listed below is c/o GTx, Inc., 175 Toyota Plaza, 7<sup>th</sup> Floor, Memphis, Tennessee 38103.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, these rules require that we include shares of common stock issuable pursuant to the exercise of stock options and warrants that are either immediately exercisable or exercisable within 60 days of March 1, 2018, as well shares of common stock issuable upon the vesting of outstanding restricted stock units within 60 days of March 1, 2018. We have also included shares credited to individual non-employee director stock accounts under our Directors' Deferred Compensation Plan as of March 1, 2018. Amounts credited to individual non-employee director stock accounts under our Directors' Deferred Compensation Plan are payable solely in shares of GTx common stock, but such shares do not have current voting or investment power. Shares issuable pursuant to our Directors' Deferred Compensation Plan or the vesting of restricted stock units, as well as shares issuable pursuant to the exercise of stock options and warrants that are either immediately exercisable or exercisable within 60 days of March 1, 2018, are deemed to be outstanding and beneficially owned by the person to whom such shares are issuable for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless

otherwise indicated, we believe that the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them.

Name and Address of Beneficial Owner	Beneficial Ownership	
	Number of Shares	Percent of Total
<b>5% Stockholders:</b>		
The Pyramid Peak Foundation 1350 Concourse Avenue, Suite 383 Memphis, Tennessee 38104	7,183,900 <sup>(1)</sup>	29.2%
Entities Affiliated with BVF Partners L.P. c/o BVF Partners One Sansome Street, 30 <sup>th</sup> Floor San Francisco, California 94104	2,218,514 <sup>(2)</sup>	9.7%
Jack W. Schuler 100 North Field Drive, Suite 360 Lake Forest, Illinois 60045	1,378,014 <sup>(3)</sup>	6.3%
Aisling Capital IV, LP 888 Seventh Avenue, 12 <sup>th</sup> Floor New York, New York 10106	1,356,697 <sup>(4)</sup>	6.1%
Amzak Health Investors, LLC 980 North Federal Highway, Suite 315 Boca Raton, Florida 33432	1,356,697 <sup>(5)</sup>	6.1%
Boxer Capital, LLC 11682 El Camino Real, Suite 320 San Diego, California 92130	1,310,000 <sup>(6)</sup>	6.0%
<b>Named Executive Officers and Directors:</b>		
Marc S. Hanover	268,109 <sup>(7)</sup>	1.2%
Robert J. Wills, Ph.D.	132,344 <sup>(8)</sup>	*
Henry P. Doggrell	102,127 <sup>(9)</sup>	*
Michael G. Carter, M.D., Ch.B., F.R.C.P.	21,766 <sup>(10)</sup>	*
J. Kenneth Glass	43,015 <sup>(11)</sup>	*
J. R. Hyde, III	9,399,125 <sup>(12)</sup>	38.5%
Garry A. Neil, M.D.	15,701 <sup>(13)</sup>	*
Kenneth S. Robinson, M.D., M.Div.	51,892 <sup>(14)</sup>	*
<b>All Directors and Executive Officers as a group (10 persons)</b>	<b>10,108,703<sup>(15)</sup></b>	<b>40.9%</b>

\* Represents less than 1% of the outstanding shares of our common stock.

(1) Based on information provided to GTX as of January 17, 2018. Includes an aggregate of 2,793,657 shares issuable upon the exercise of outstanding warrants. James R. Boyd, Lee B. Harper, O. Mason Hawkins and Andrew R. McCarroll are each a director of the Foundation. Each of such individuals may be deemed to share beneficial ownership of the shares beneficially owned by the Foundation. The foregoing ownership information was provided to us only as of January 17, 2018, and, consequently, beneficial ownership may have changed between such date and March 1, 2018

(2) The indicated beneficial ownership is based solely on a Schedule 13G/A filed with the SEC by the reporting persons on February 14, 2018, reporting beneficial ownership as of December 31, 2017. According to the Schedule 13G/A, (i) Biotechnology Value Fund, L.P. ("BVF") has shared voting and dispositive power over 1,029,241 of such shares, which included 514,614 shares issuable upon the exercise of an outstanding warrant held by BVF, (ii) Biotechnology Value Fund II, L.P. ("BVF2") has shared voting and dispositive power over 540,904 of such shares, which included 266,667 shares issuable upon the exercise of an outstanding warrant held by BVF2, (iii) each of Biotechnology Value Trading Fund OS, L.P. ("Trading Fund OS") and BVF Partners OS Ltd. ("Partners OS") has shared voting and dispositive power over 65,774 of such shares, and (iv) each of BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert has shared voting and dispositive power over all of such shares, which included an aggregate of 1,111,081 shares issuable upon the exercise of outstanding warrants (the "BVF Warrants") held by BVF, BVF2, and certain Partners managed accounts (the "Partners Managed Accounts"). BVF Inc., as the general partner of Partners, may be deemed to beneficially own the

shares of common stock beneficially owned by Partners. Mr. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the shares of common stock beneficially owned by BVF Inc. Partners OS disclaims beneficial ownership of the shares of common stock beneficially owned by Trading Fund OS. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the shares of common stock beneficially owned by BVE, BVF2, Trading Fund OS, and the Partners Managed Accounts. The Schedule 13G/A filed by the reporting persons provides information only as of December 31, 2017, and, consequently, the beneficial ownership of the reporting persons may have changed between such date and March 1, 2018. In addition, on March 13, 2018, the BVF Warrants were exercised in full. See "Related Party Transactions and Indemnification—Certain Transactions With or Involving Related Persons" below for more information on the exercise of the BVF Warrants.

- (3) Based on information provided to GTX as of January 16, 2018, Jack W. Schuler has sole voting and dispositive power over 615,650 of such shares. Mr. Schuler also reported shared voting and dispositive power over 626,695 of such shares, which shares are owned by the Schuler Family Foundation. The indicated ownership does not include 27,935 shares of GTX common stock owned by three irrevocable trusts (the "Trusts") established for the benefit of Mr. Schuler's adult children. In a Schedule 13D/A filed with the SEC by the reporting person on January 20, 2016, Mr. Schuler and Mrs. Schuler each disclaimed any beneficial interest in the shares that the Schuler Family Foundation and the Trusts own. The number of shares reported in the table above includes 135,669 shares issuable upon the exercise of an outstanding warrant held by Mr. Schuler. The foregoing ownership information was provided to us only as of January 16, 2018, and, consequently, beneficial ownership may have changed between such date and March 1, 2018.
- (4) The indicated beneficial ownership is based solely on a Schedule 13G filed with the SEC by the reporting persons on October 5, 2017, reporting beneficial ownership as of September 29, 2017. According to the Schedule 13G, each of Aisling Capital IV, LP ("Aisling"), Aisling Capital Partners IV, LP ("Aisling Partners"), a general partner of Aisling, and Aisling Capital Partners IV LLC ("Aisling Partners GP"), a general partner of Aisling Partners, have sole voting and dispositive power over such shares, and each of Steve Elms and Andrew Schiff, who are managing members of Aisling Partners GP, have shared voting and dispositive power over such shares. The number of shares reported in the table above includes 508,761 shares issuable upon the exercise of an outstanding warrant held by Aisling. The Schedule 13G filed by the reporting persons provides information only as of September 29, 2017, and, consequently, the beneficial ownership of the reporting persons may have changed between such date and March 1, 2018.
- (5) The indicated beneficial ownership is based solely on a Schedule 13G filed with the SEC by the reporting persons on October 10, 2017, reporting beneficial ownership as of September 29, 2017. According to the Schedule 13G, each of Amzak Health Investors, LLC ("Amzak"), Michael D. Kazma, Joyce Erony and Anders Hove have shared voting and dispositive power over such shares. Mr. Kazma, Ms. Erony and Mr. Hove are managers of Amzak. The number of shares reported in the table above includes 508,761 shares issuable upon the exercise of an outstanding warrant held by Amzak. The Schedule 13G filed by the reporting persons provides information only as of September 29, 2017, and, consequently, the beneficial ownership of the reporting persons may have changed between such date and March 1, 2018.
- (6) The indicated beneficial ownership is based solely on a Schedule 13G filed with the SEC by the reporting persons on February 20, 2018, reporting beneficial ownership as of February 9, 2018. According to the Schedule 13G, each of Boxer Capital, LLC ("Boxer Capital"), Boxer Asset Management Inc. ("Boxer Management") and Joe Lewis have shared voting and dispositive power over such shares. Boxer Management is the managing member and majority owner of Boxer Capital and Mr. Lewis is the sole indirect beneficial owner of and controls Boxer Management. The number of shares reported in the table above does not include 339,174 shares of common stock issuable upon the exercise of an outstanding warrant held by Boxer Capital (the "Boxer Capital Warrant") due to a blocker that prevents the exercise of the Boxer Capital Warrant if the number of shares of common stock to be issued pursuant to such exercise would, when aggregated with all other shares of common stock beneficially owned by Boxer Capital at such time, result in Boxer Capital beneficially owning more than 4.99% of all of the common stock of GTX outstanding at such time. This restriction can be waived by Boxer Capital upon 61 days' prior written notice to us. As a result of this restriction, based on the beneficial ownership reported in Schedule 13G, we believe that the Boxer Capital Warrant is not exercisable for any shares of our common stock within 60 days of March 1, 2018, and the number and percentage of shares beneficially owned by Boxer Capital in the table above reflects this restriction. This number and related percentage will change depending upon changes in the outstanding shares or waiver of the restriction. In addition, the Schedule 13G filed by the reporting persons provides information only as of February 9, 2018, and, consequently, the beneficial ownership of the reporting persons may have changed between such date and March 1, 2018.
- (7) Includes 35,287 shares held by Equity Partners XII, LLC, an entity controlled by Mr. Hanover, 22,726 shares issuable upon the exercise of a warrant, 12,400 shares held by trusts of which Mr. Hanover is the trustee, and 73,334 shares of common stock issuable upon the exercise of options held by Mr. Hanover.
- (8) Includes 33,333 shares of common stock issuable upon the vesting of restricted stock units held by Dr. Wills.
- (9) Includes 934 shares held by trusts with respect to which Mr. Doggrell may be deemed to have beneficial ownership, 11,435 shares held by a trust of which Mr. Doggrell is the co-trustee, 35,166 shares of common stock issuable upon the

exercise of options held by Mr. Doggrell, and 400 shares of common stock held by Mr. Doggrell through an individual retirement account. Also includes 664 shares held by Mr. Doggrell's wife and 2,547 shares of common stock held by Mr. Doggrell's wife through an individual retirement account.

- (10) Consists of 18,134 shares of common stock issuable upon the exercise of options held by Dr. Carter, and 3,632 shares issuable to Dr. Carter pursuant to our Directors' Deferred Compensation Plan.
- (11) Includes 4,055 shares of common stock held by Mr. Glass through an individual retirement account, 18,134 shares of common stock issuable upon the exercise of options held by Mr. Glass, and 655 shares issuable to Mr. Glass pursuant to our Directors' Deferred Compensation Plan. Also includes 2,450 shares of common stock held by Mr. Glass' wife through an individual retirement account.
- (12) Includes 14,535 shares held by Pittco Associates III, L.P. and 391,571 shares held by Pittco Investments, L.P., entities controlled by Mr. Hyde, 2,454,483 shares issuable upon the exercise of a warrant issued to Mr. Hyde in November 2014, or the 2014 Warrant, 678,349 shares issuable upon the exercise of a warrant issued to Mr. Hyde in September 2017, or the 2017 Warrant, and 39,787 shares issuable to Mr. Hyde pursuant to our Directors' Deferred Compensation Plan. With respect to the 2014 Warrant and the 2017 Warrant held by Mr. Hyde, or the Hyde Warrants, the Hyde Warrants cover the exercise of up to an aggregate of 3,132,832 shares; however, the number of shares of our common stock that may be acquired by Mr. Hyde upon the exercise of each of the Hyde Warrants is generally limited to the extent necessary to ensure that, following such exercise, Mr. Hyde would not, together with his affiliates and any other persons or entities whose beneficial ownership of our common stock would be aggregated with Mr. Hyde for purposes of Section 13(d) of the Exchange Act, beneficially own in excess of 38.5% of (a) the total number of shares of our common stock then issued and outstanding or (b) the then combined voting power of all of our voting securities. As a result of these restrictions, the Hyde Warrants are exercisable for up to an aggregate of 2,552,000 shares of our common stock within 60 days of March 1, 2018, and the number and percentage of shares beneficially owned by Mr. Hyde in the table above reflects this restriction. This number and related percentage will change depending upon changes in the outstanding shares. Mr. Hyde also has shared voting and dispositive power over 21,646 shares held by Mr. Hyde's spouse, 184,480 shares held by trusts for the benefit of Mr. Hyde's children (the "Hyde Family Trusts") and 4,500,000 shares held in grantor retained annuity trusts on behalf of Mr. Hyde (the "Hyde GRATS"). As trustee of the Hyde Family Trusts and certain of the Hyde GRATS, John H. Pontius shares voting and dispositive power over all of the shares held by the Hyde Family Trusts. Lorie Jernigan, as trustee of certain of the Hyde GRATS, shares voting and dispositive power over 1,000,000 shares held in the Hyde GRATS, Wilson Sights, as trustee of certain of the Hyde GRATS, shares voting and dispositive power over 1,000,000 shares held in the Hyde GRATS, John H. Pontius, as trustee of certain of the Hyde GRATS, shares voting and dispositive power over 500,000 shares held in the Hyde GRATS, Corie Rivers, as trustee of certain of the Hyde GRATS, shares voting and dispositive power over 1,000,000 shares held in the Hyde GRATS, and Andrew Seamons, as trustee of certain of the Hyde GRATS, shares voting and dispositive power over 1,000,000 shares held in the Hyde GRATS. The business address for Ms. Jernigan, Ms. Rivers, Mr. Sights and Mr. Seamons is 17 West Pontotoc Ave., Suite 100 Memphis, TN 38103.
- (13) Consists of 3,334 shares of common stock issuable upon the exercise of options held by Dr. Neil, and 12,367 shares issuable to Dr. Neil pursuant to our Directors' Deferred Compensation Plan.
- (14) Consists of 18,334 shares of common stock issuable upon the exercise of options held by Dr. Robinson, and 33,558 shares issuable to Dr. Robinson pursuant to our Directors' Deferred Compensation Plan.
- (15) Includes 86,059 shares of common stock beneficially owned by executive officers that are not named executive officers, of which 23,900 shares were issuable upon the exercise of options and the vesting of restricted stock units held by these executive officers. For purposes of determining the number of shares beneficially owned by directors and executive officers as a group, any shares beneficially owned by more than one director or executive officer are counted only once.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our executive officers and directors and the beneficial owners of greater than 10% of our common stock to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers and directors are required by SEC regulations to furnish us with copies of these reports.

To our knowledge, based solely on a review of the copies of these reports furnished to us and any written representations from such executive officers, directors and stockholders with respect to the period from January 1, 2017 through December 31, 2017, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

Copies of filings made by our executive officers, directors and stockholders under Section 16(a) of the Exchange Act can be found at our corporate website at [www.gtinc.com](http://www.gtinc.com) under "Investors" at "SEC Filings."

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain summary information for the year indicated with respect to the compensation earned by our Chief Executive Officer and our two most highly compensated executive officers other than our Chief Executive Officer who were serving as executive officers as of December 31, 2017. We refer to these individuals in this proxy statement as our "named executive officers."

SUMMARY COMPENSATION TABLE—FISCAL 2017 AND 2016

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(3)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
Marc S. Hanover Chief Executive Officer	2017	432,649	28,122	346,988	154,672	21,586	984,017
	2016	432,649	28,122	220,960	140,611	19,392	841,734
Robert J. Wills Executive Chairman	2017	220,000	14,300	346,988	78,650	31,268	691,206
	2016	220,000	14,300	220,960	71,500	29,459	556,219
Henry P. Doggrell Vice President, Chief Legal Officer and Secretary	2017	378,119	13,234	292,200	72,788	21,996	778,337
	2016	378,119	13,234	138,100	66,171	21,796	617,420

- (1) The amounts in this column represent base salary earned during the indicated fiscal year.
- (2) The amounts in this column represent amounts awarded as a discretionary bonus paid under our Executive Bonus Compensation Plan, or Bonus Plan. As discussed under "*Narrative Disclosure to Summary Compensation Table—Annual Bonus Plan*" below, each named executive officer was eligible for a discretionary bonus award of up to 10% of his target bonus under the Bonus Plan based on the Compensation Committee's assessment of the named executive officer's personal performance during 2016 and 2017.
- (3) The amounts in the column represent the aggregate grant date fair value of all option awards granted during 2016 and 2017 as determined in accordance with FASB ASC Topic 718. Assumptions used in computing the grant date fair values of the stock options in accordance with FASB ASC Topic 718 are set forth in Note 3—Share-Based Compensation to our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017. For more information on these stock options granted in 2016 and 2017, see "*Narrative Disclosure to Summary Compensation Table—Option Awards*" below.
- (4) Represents the amounts earned by the named executive officers under the Bonus Plan based on the attainment of pre-established, objective performance goals approved by the Compensation Committee. For more information on our Executive Bonus Compensation Plan, please see "*Narrative Disclosure to Summary Compensation Table—Annual Bonus Plan*" below.
- (5) The amounts in this column consisted of (a) employer matching contributions to our defined contribution 401(k) Plan, (b) with respect to Mr. Hanover and Mr. Doggrell only, the incremental cost of life insurance premiums to provide additional term life insurance benefits equal to up to two times each such named executive officer's base salary along with supplemental long-term disability insurance premiums, and (c) with respect to Dr. Wills only, the following items of compensation:

Year	Commuting Expenses Paid (\$)	Tax Gross-Up Payment (\$)
2017	11,820	8,648
2016	10,932	7,998

**Narrative Disclosure to Summary Compensation Table****Base Salary**

Our Compensation Committee recognizes the importance of base salary as an element of compensation that helps to attract and retain our executive officers. We provide base salary as a fixed source of income for our executives for the services they provide to us during the year, and allow us to maintain a stable executive team.

In determining base salaries for fiscal year 2016, the Compensation Committee received and reviewed compensation data provided by Equilar, Inc., an independent executive compensation survey database, on cash compensation and equity awards made by our peers to their respective executive officers, and members of the Compensation Committee noted that no executive officer of the company had received any adjustments in base salary since early 2013 (with the exception of Jason Shackelford, our Vice President of Finance and Accounting, whose salary was increased in May 2014 when he assumed the additional duties of principal financial officer and principal accounting officer). The Compensation Committee also recognized that Mr. Hanover's base salary was actually reduced by 20% in the fall of 2013 following our receipt of disappointing enobosarm Phase 3 clinical trial results in August of that year, and he had received no adjustment in salary since then, including upon his appointment by the Board as our permanent Chief Executive Officer. The Compensation Committee discussed the importance of retaining employees as GTx undertakes and executes upon its clinical development strategies. Finally, the Compensation Committee acknowledged the outstanding job Dr. Wills was doing in the short time he had been with the company at the time, including prioritizing the development of our core assets and determining those other assets which should be potentially monetized.

Messrs. Hanover and Doggrell, with input from Dr. Wills, recommended to the Compensation Committee that, for the most part, the base salaries of our executive officers and other employees should be increased, on average, approximately 3.5% from their existing base salaries, effective January 1, 2016. Since Mr. Hanover's salary had been reduced 20% in 2013 and he was subsequently elevated by the Board to Chief Executive Officer of the company, the Compensation Committee approved a 10% increase in salary for him, as well as for Dr. Wills, as the Compensation Committee believed that his performance to date warranted the same 10% increase. As a result of the decisions of the Compensation Committee in November 2015, the base salaries of our executive officers were increased, effective January 1, 2016, to the following:

<u>Named Executive Officer</u>	<u>2016 Annual Base Salary (\$)</u>
Marc S. Hanover	432,649
Robert J. Wills, Ph.D.	220,000 <sup>(1)</sup>
Henry P. Doggrell	378,119

(1) Dr. Wills' base salary reflects his agreement with us to work part time but to make himself available at all other times as may be required.

For 2017, the Compensation Committee determined to maintain existing executive base salary levels at the beginning of 2017 at the same levels that existed in 2016. The Compensation Committee decided to tie the potential for additional compensation directly to the attainment of certain milestones during 2017, which milestones the Compensation Committee believed were critical to increasing stockholder value, while at the same time preserving needed capital to continue to fund our ongoing operational and development expenses. With this in mind, the Compensation Committee approved the

performance criteria for 2017 under our Executive Bonus Compensation Plan, or the Bonus Plan, that were tied to the attainment of these milestones, as described in detail below.

In determining base salaries for 2018, the Compensation Committee took into account that there had been no salary increases since 2016 other than in connection with certain employee promotions. After considering GTX's capital position and the achievement of certain operational milestones during 2017, in November 2017, the Compensation Committee determined that the base salaries of our executive officers and other employees should be increased approximately 3% from their existing base salaries, effective January 1, 2018.

#### **Annual Bonus Plan**

*General.* Our Compensation Committee first established our Bonus Plan in 2007 as a means of rewarding executive officers for their role in achieving specified annual or short-term performance goals. The potential for payments under the Bonus Plan for any fiscal year is generally based on the attainment of pre-established, objective performance goals approved by the Compensation Committee at the beginning of the year. Each year, unless cash bonus award eligibility under the Bonus Plan is suspended or eliminated for the relevant year, the Compensation Committee approves the objective performance goals and specific criteria, including the weight attributable to each objective, and, if applicable, any weighting for specific categories of performance objectives, for each executive officer. The Compensation Committee (as it did for bonus eligibility under the Bonus Plan for 2016 and 2017) may include a subjective, discretionary bonus payment opportunity based on the Compensation Committee's assessment of the executive officer's personal performance. Historically, the Compensation Committee solicits and considers the recommendations of our senior management officers in making these determinations.

The objective criteria for the Bonus Plan can vary each year and may include the achievement of the operating budget for GTX, personnel-related objectives, continued innovation in development and progress towards the clinical development of our product candidates, timely development of new product candidates or processes, implementation of financing strategies, including licensing and/or asset dispositions that raise near-term capital for GTX and provide opportunities for increased stockholder value, the establishment of strategic alliances, partnerships or collaborations with third parties, and meeting preclinical, clinical, or regulatory objectives.

Although the Compensation Committee typically approves the performance goals and specific criteria prior to the start of or early in the applicable calendar year, it retains the discretion to modify or otherwise change the objectives during the applicable calendar year. In addition, under the Bonus Plan, the Compensation Committee has the discretion to make additional bonus awards, apart from those related to the achievement of specified performance objectives.

The Compensation Committee may suspend bonus eligibility under the Bonus Plan, which was the case in the fall of 2013 when we suspended cash bonus award eligibility under our Bonus Plan following the disappointing results from our Phase 3 clinical trials of enobosarm 3 mg to treat cancer wasting in non-small cell lung cancer patients. The Compensation Committee also may determine that circumstances are such that there should be no cash bonus award eligibility at all under the Bonus Plan for a particular calendar year, as was the case in 2015 when the Compensation Committee decided that company cash should be preserved and equity awards should be utilized to retain employees and incentivize them to increase stockholder value.

*Bonus Plan for 2016.* In November 2015, the Compensation Committee identified the performance criteria to be achieved in order for an executive officer to be eligible to receive cash bonus awards under the Bonus Plan for the performance period from January 1, 2016 through



December 31, 2016. As approved, an executive officer could have received (i) up to 100% of such executive officer's target bonus as a result of completing enrollment in stage 1 of each our two ongoing enobosarm Phase 2 advanced breast cancer studies within designated time periods and receiving positive data from the trials sufficient for our Board of Directors to determine to move forward with the continued development of enobosarm for the specific indication being evaluated in each clinical trial (i.e., up to 50% of target bonus for each clinical trial); (ii) up to 25% of such executive officer's target bonus as a result of completing enrollment in our Phase 2 proof-of-concept clinical trial of enobosarm to treat postmenopausal women with stress urinary incontinence, or SUI, within a designated time period and receiving positive data from the trial sufficient for our Board of Directors to determine to move forward with the continued development of enobosarm in SUI; and (iii) up to 30% of such executive officer's target bonus if GTx had entered into license or collaboration agreements during 2016 providing at least a threshold amount of cash to GTx from the transaction. Additionally, an executive officer was eligible for a bonus award of up to 10% of his or her target bonus based on the Compensation Committee's assessment of the executive officer's personal performance. Accordingly, an executive officer's actual total bonus award could have been awarded at a level above target. Consistent with its past practice for approving potential bonus targets for the company's two most senior officers and its other executive officers, the Compensation Committee established target bonus payments for Mr. Hanover and Dr. Wills at an amount equal to 65% of their base salaries, while Mr. Doggrell's target bonus payment was set at 35% of his base salary. Bonus payments were to be paid upon the achievement of the applicable performance criteria.

*Fiscal Year 2016 Payouts.* A bonus payment equal to 10% of each named executive officer's target bonus payment was paid in June 2016 following completion of enrollment in stage 1 of our Phase 2 clinical trial of enobosarm to treat estrogen receptor positive (ER+), androgen receptor positive (AR+) breast cancer, and another bonus payment equal to 40% of each named executive officer's target bonus payment was paid in September 2016 following our receipt of positive data from stage 1 of the ER+/AR+ clinical trial that the Board believed was sufficient to warrant proceeding to the second stage of the clinical trial. No other bonus payments tied to the objective performance criteria for 2016 were earned by the named executive officers, although the Compensation Committee approved discretionary bonus payments in December 2016 to our named executive officers equal to 10% of their respective target bonus. Below is a summary of each named executive officer's target bonus and actual bonus (including discretionary bonus) for 2016 under the Bonus Plan:

Fiscal Year 2016 Bonus Plan Results			
Named Executive Officer	Total Target Award (\$)	Target Percentage (% of Base Salary)	Total Amount Actually Awarded (\$)
Marc S. Hanover	281,222	65	168,733
Robert J. Wills, Ph.D.	143,000	65	85,800
Henry P. Doggrell	132,342	35	79,405

*Bonus Plan for 2017.* In December 2016, our Compensation Committee approved the performance criteria to be achieved in order for our executive officers to be eligible to receive cash bonus awards under the Bonus Plan for the performance period from January 1, 2017 through December 31, 2017. Following additional discussion with management, the Compensation Committee amended the performance criteria at its meeting in February 2017 to better define the elements to be attained within designated time periods in order to be eligible for awards related to certain of our clinical trials. For 2017, an executive officer could receive: (i) 15% of such executive officer's target bonus as a result of the achievement of certain clinical goals related to our ongoing Phase 2 clinical trial of enobosarm to treat ER+/AR+ breast cancer within a designated time period; (ii) up to 40% of such executive officer's target bonus as a result of the achievement of certain clinical goals related to GTx's evaluation of selective androgen receptor modulators, or SARMs, for the treatment of SUI

within designated time periods; (iii) 30% of such executive officer's target bonus related to the filing and acceptance of regulatory applications within a designated time period necessary to commencing human clinical studies of GTX's licensed selective androgen receptor degrader, or SARD, technology; and (iv) up to 25% of such executive officer's target bonus related to certain strategic transaction goals related to our SARD and SARM programs. However, in the event that a strategic transaction resulted in the cancelation or modification of any of the milestone events set forth above prior to their anticipated occurrence, any such milestone events that had been canceled or modified would be deemed to have been fulfilled and the commensurate bonus payment or payments associated with such milestone events would become payable. Additionally, executive officers were eligible for a bonus award of up to 10% of his or her target bonus based on the Compensation Committee's assessment of the executive officer's personal performance. Accordingly, an executive officer's actual total bonus award could be awarded at a level above target. As in 2016, the potential bonus payments under the Bonus Plan for 2017 were 65% of base salary for Mr. Hanover and Dr. Wills and 35% of base salary for the other executive officers of the company. Also as in 2016, actual cash bonus awards under the Bonus Plan for 2017 generally were paid upon the achievement of the applicable performance criteria.

**Fiscal Year 2017 Payouts.** A bonus payment equal to 15% of each named executive officer's target bonus payment was paid in September 2017 following the achievement of certain clinical goals related to our ongoing Phase 2 clinical trial of enobosarm to treat ER+/AR+ breast cancer within a designated time period, and a bonus payment equal to 40% of each named executive officer's target bonus payment was paid in September 2017 as a result of the achievement of certain clinical goals related to GTX's evaluation of SARMs for the treatment of SUI within designated time periods. No other bonus payments tied to the objective performance criteria for 2017 were earned by the named executive officers, although the Compensation Committee approved discretionary bonus payments in November 2017 to our named executive officers equal to 10% of their respective target bonus. Below is a summary of each named executive officer's target bonus and actual bonus (including discretionary bonus) for 2017 under the Bonus Plan:

<b>Fiscal Year 2017 Bonus Plan Results</b>			
<b>Named Executive Officer</b>	<b>Total Target Award (\$)</b>	<b>Target Percentage (% of Base Salary)</b>	<b>Total Amount Actually Awarded (\$)</b>
Marc S. Hanover	281,222	65	182,794
Robert J. Wills, Ph.D.	143,000	65	92,950
Henry P. Doggrell	132,342	35	86,022

**Bonus Plan for 2018.** In November 2017, our Compensation Committee initially approved the performance criteria to be achieved in order for our executive officers to be eligible to receive cash bonus awards under the Bonus Plan for the performance period from January 1, 2018 through December 31, 2018. In March 2018, the Compensation Committee revised the performance criteria to allocate most of the cash bonus award potential to the attainment of enrollment goals in our ongoing placebo-controlled Phase 2 clinical trial of enobosarm to evaluate the change in frequency of daily SUI episodes following 12 weeks of treatment, or the Placebo-Controlled SUI Trial, within a designated time period, and to the achievement of certain clinical results in the Placebo-Controlled SUI Trial. For 2018, an executive officer may receive (i) 40% of such executive officer's target bonus as a result of the achievement of enrollment goals in the Placebo-Controlled SUI Trial, within a designated time period; (ii) 50% of such executive officer's target bonus as a result of the achievement of certain clinical results in the Placebo-Controlled SUI Trial; and (iii) 10% of such executive officer's target bonus related to certain pre-clinical goals related to our SARD technology. However, in the event that a strategic transaction results in the cancelation or modification of any of the milestone events set forth above prior to their anticipated occurrence, any such milestone events that have been canceled or modified will be deemed to have been fulfilled and the commensurate bonus payment or payments associated

with such milestone events will become payable. Additionally, an executive officer is eligible for a bonus award of up to 10% of his or her target bonus based on the Compensation Committee's assessment of the executive officer's personal performance. Accordingly, an executive officer's actual total bonus award could be awarded at a level above target. As in 2016 and 2017, the potential bonus payments under the Bonus Plan for 2018 will be 65% of base salary for Mr. Hanover and Dr. Wills and 35% of base salary for the other executive officers of the company. Certain cash bonus awards under the Bonus Plan may be paid upon the achievement of the applicable performance criteria. Although the Compensation Committee has approved the performance criteria to be achieved in order to be eligible to receive cash bonus awards under the Bonus Plan for 2018, the Compensation Committee retains the discretion to modify or otherwise change the relevant performance criteria. In addition, under the Bonus Plan, the Compensation Committee has the discretion to make additional cash bonus awards, apart from those related to the achievement of specified performance criteria.

#### **Option Awards**

*Option Awards for 2016.* Consistent with the Compensation Committee's historical practice for granting long term incentive equity awards, in December 2015, the Compensation Committee approved the grant of stock options to purchase 40,000 shares of GTx common stock to each of Mr. Hanover and Dr. Wills, and a stock option to purchase 25,000 shares of GTx common stock to Mr. Doggrell, each of which grants was effective on January 1, 2016. The stock options vest equally over a three year period beginning January 1, 2019, subject to continuous service, thus providing long term incentive compensation for those employees who remain with GTx and increase stockholder value. The grant to each executive officer was found by the Compensation Committee to be consistent with prior annual stock option grants and in line with the equity awards made to their executive officers by our peer industry group. The exercise price for these stock options is \$7.00 per share, the closing price of GTx's common stock on the last trading day of 2015 (as adjusted to give effect to the Reverse Stock Split). The stock options expire on December 31, 2025, unless they are forfeited or expire earlier in accordance with their terms. As indicated above under "*Special Note Regarding Reverse Stock Split*," the number of shares of common stock subject to the grants described above, as well as the exercise price of the options described above, have been retroactively adjusted to give effect to the Reverse Stock Split.

*Option Awards for 2017.* In February 2017, the Compensation Committee approved the grant of stock options to purchase 95,000 shares of GTx common stock to each of Mr. Hanover and Dr. Wills, and a stock option to purchase 80,000 shares of GTx common stock to Mr. Doggrell, each of which grants was effective on February 28, 2017. The stock options vest in three equal annual installments beginning February 28, 2020, subject to continuous service, thus providing long term incentive compensation for those employees who remain with GTx and increase stockholder value. The grant to each executive officer was awarded by the Compensation Committee after taking into account the overall diminished equity position each executive officer then held in the company and to provide an additional incentive for Mr. Hanover and Dr. Wills to pursue strategies to increase stockholder value. The Compensation Committee determined that the new option grants, when added together with their other outstanding option grants, were consistent with aggregate equity awards made to the executive officers of our peer industry group. The exercise price for these stock options is \$4.71 per share, the closing price of GTx's common stock on February 28, 2017. The stock options expire on February 27, 2027, unless they are forfeited or expire earlier in accordance with their terms.

*General Provisions of Stock Option Awards.* All options granted to our named executive officers may be exercised with cash, provided that the Board or the Compensation Committee may provide that the exercise price may also be paid by delivery to us of other unencumbered shares of our common stock with a value equal to the aggregate option exercise price, pursuant to a cashless exercise program,

or in any other form of legal consideration that may be acceptable to the Board or the Compensation Committee (which may include a "net exercise" of the option). As a general matter, the vested portion of the stock options granted to our named executive officers in 2016 and 2017 will expire three months after the named executive officer's last day of service with us, subject to extension in certain termination situations as described below under "*—Post-Termination Compensation—Stock Option, RSU and Equity Plan Provisions—Extended Post-Termination Option Exercise Period*" below. Events that can accelerate the vesting of GTx's stock options are described below under "*—Post-Termination Compensation—Stock Option, RSU and Equity Plan Provisions—Stock Award Vesting Acceleration*" below.

***Employment Agreements***

Each of our named executive officers has entered into a written employment agreement with GTx. Descriptions of our employment agreements with our named executive officers are included under the caption "*—Post-Termination Compensation—Employment Agreements*" below.

***Other Compensatory Arrangements***

For a description of the other elements of our executive compensation program, see "*—Post-Termination Compensation—Retirement and Other Benefits.*" Except for the benefits described under "*—Post-Termination Compensation—Retirement and Other Benefits,*" GTx does not generally provide its executive officers with any other perquisites and benefits that differ from what are provided to GTx employees generally. To date, the Compensation Committee has not generally considered the provision of such additional perquisites and benefits to be a necessary element of GTx's executive compensation program. However, GTx may, from time to time, offer certain perquisites and benefits to its executive officers not offered to the general employee population, such as commuting, relocation and temporary housing benefits. In this regard, we reimbursed travel-related expenses for Dr. Wills in 2016 and 2017 for travel between his out-of-state permanent residence and GTx's headquarters in Memphis, Tennessee. Upon the recommendation of the Compensation Committee, the Board also approved tax gross-up payments to Dr. Wills related to these expense reimbursements, as the reimbursements are taxable to Dr. Wills as imputed income. The Compensation Committee believes that the provision of tax gross-up payments to Dr. Wills to offset the tax obligation associated with these imputed income amounts was appropriate and necessary for retaining Dr. Wills.

**Outstanding Equity Awards at Fiscal-Year End**

The following table summarizes the number of outstanding equity awards held by each of our named executive officers as of December 31, 2017.

**OUTSTANDING EQUITY AWARDS AT 2017 FISCAL-YEAR END**

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>(1)</sup>	Market Value of Shares or Units of Stock That Have Not Vested(\$) <sup>(9)</sup>
	Exercisable	Unexercisable <sup>(1)</sup>				
Marc S. Hanover	5,000	—	168.40	12/31/18	45,000(7)	571,950
	7,000	—	42.00	12/31/19		
	7,000	—	26.50	12/31/20		
	7,000	—	33.60	12/31/21		
	7,200	1,800(2)	42.00	12/31/22		
	30,000	20,000(3)	15.60	04/02/24		
	8,334	16,666(4)	13.30	06/04/24		
	—	40,000(5)	7.00	12/31/25		
—	95,000(6)	4.71	02/27/27			
Robert J. Wills	—	40,000(5)	7.00	12/31/25	33,333(8)	423,662
	—	95,000(6)	4.71	02/27/27		
Henry P. Doggrell	2,500	—	168.40	12/31/18	30,000(7)	381,300
	3,500	—	42.00	12/31/19		
	3,500	—	26.50	12/31/20		
	3,500	—	33.60	12/31/21		
	4,400	1,100(2)	42.00	12/31/22		
	10,000	—	18.80	09/30/23		
	6,667	13,333(4)	13.30	06/04/24		
	—	25,000(5)	7.00	12/31/25		
—	80,000(6)	4.71	02/27/27			

- (1) In addition to the specific vesting schedule for each stock option and RSU award, each unvested stock option and RSU award is subject potential future vesting acceleration as described under the heading "*—Post-Termination Compensation*" below.
- (2) One-fifth of the shares subject to the option vested on each of January 1, 2014, June 1, 2014, January 1, 2016 and January 1, 2017. The remaining shares vested on January 1, 2018.
- (3) One-fifth of the shares subject to the option vested on each of April 3, 2015, April 2, 2016 and April 3, 2017, with the remaining shares vesting as to one-fifth of the shares on each of April 3, 2018 and April 3, 2019.
- (4) One-third of the shares subject to the option vested on June 5, 2017, with the remaining shares vesting as to one-third of the shares on each of June 5, 2018 and June 5, 2019.
- (5) One-third of the shares subject to the option will vest on each of January 1, 2019, January 1, 2020 and January 1, 2021.
- (6) One-third of the shares subject to the option will vest on each of February 28, 2020, February 28, 2021 and February 28, 2022.
- (7) 20% of the shares subject to the RSU award vested on each of January 1, 2016 and January 1, 2017. The remaining shares vested on January 1, 2018.
- (8) One-third of the shares subject to the RSU award vested on each of March 2, 2016 and March 2, 2017. The remaining shares vested on March 2, 2018.
- (9) The market values of the RSU awards that have not vested are calculated by multiplying the number of RSUs shown in the table by the closing price of our common stock on December 29, 2017, the last trading day of 2017, which was \$12.71.

**Option Exercises and Stock Vested During 2017**

The following table provides information on RSU awards vested and the value realized, determined as described below, for the named executive officers during the year ended December 31, 2017. No stock options were exercised by the named executive officers during the year ended December 31, 2017.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
Marc S. Hanover	15,000	79,200
Robert J. Wills	33,333	161,988
Henry P. Doggrell	10,000	52,800

- (1) The value realized on vesting is based on the number of shares underlying the RSU awards that vested and the closing price of our common stock on the vesting date (or, in the case of RSU awards vesting on a day that was not a trading day, the closing price of our common stock on the immediately preceding trading day).

**Post-Termination Compensation**

We have entered into employment agreements with each of our named executive officers. Described below are the circumstances that would trigger our obligation to make cash payments pursuant to these employment agreements following the termination of a named executive officer's employment with us and the cash payments that we would be required to provide. We also describe below the termination and change of control events that would trigger the accelerated vesting of stock options and the extension of the post-termination exercise period with respect to those stock options. As of March 2, 2018, all RSUs held by the named executive officers had fully vested.

**Employment Agreements***Termination Without "Cause" or For "Good Reason" after a Change of Control*

The employment agreements with our named executive officers provide for cash post-termination change of control payments equal to one year's base salary and monthly premium payments to continue the named executive officer's health insurance coverage for up to twelve months following his or her termination. These change of control salary continuation and health insurance coverage benefits are structured on a "double-trigger" basis, meaning that before a named executive officer is eligible to receive such change of control benefits, (1) a change of control must occur and (2) within twelve months after such change of control, the named executive officer's employment must be terminated without "cause" or the named executive officer must resign for "good reason." GTx's obligation to make the salary continuation payments and health insurance premium payments under the employment agreements is conditioned upon the former named executive officer's compliance with the confidentiality provisions of the employment agreement and the provisions of the non-competition provisions of the employment agreement for a period of one year following termination. In addition, GTx's obligation to make the salary continuation payments and health insurance premium payments is conditioned upon GTx's receipt of an effective general release of claims executed by the named executive officer. The post-termination salary continuation payments will be generally made over the one-year period following termination on our regular payroll dates rather than in a lump sum, except that the timing of these payments may be deferred for up to six months if these payments would constitute deferred compensation under Section 409A of the Internal Revenue Code (in which case, the

deferred payment would be made in a lump sum following the end of the deferral period, with the balance being paid thereafter on our regular payroll dates).

A change of control generally means the following:

- the sale or other disposition of all or substantially all of GTX's assets (including a liquidation or dissolution of GTX);
- if any person or group acquires beneficial ownership of 50% or more of GTX's voting securities (subject to certain exceptions);
- a merger or consolidation of GTX with or into any other entity, if immediately after the transaction more than 50% of the voting stock of the surviving entity is held by persons who were not holders of at least 50% of GTX's voting stock as of the effective date of the named executive officer's employment agreement; or
- a majority of our Board becomes comprised of individuals whose nomination, appointment, or election was not approved by a majority of the Board members or their approved successors.

"Cause" is generally defined as the named executive officer's:

- conviction for a felony;
- theft, embezzlement, misappropriation of or intentional infliction of material damage to GTX's property or business opportunities;
- breach of his or her confidentiality or non-competition obligations, as applicable, under his or her employment agreement; or
- ongoing willful neglect of or failure to perform his or her duties, or his or her ongoing willful failure or refusal to follow any reasonable, unambiguous duly adopted written direction that is not inconsistent with the description of such named executive officer's duties, provided that such willful neglect or failure is materially damaging or materially detrimental to the business and operations of GTX, and after 30 days' notice and the opportunity to cure.

"Good reason" is generally defined as the following actions taken without the consent of the named executive officer after a change of control (in each case where the named executive officer has provided written notice within 30 days of the action, such action is not remedied by GTX within 30 days following such notice, and the named executive officer's resignation is effective not later than 60 days after the expiration of such 30-day cure):

- an adverse change in the named executive officer's authority, duties or responsibilities (including reporting responsibilities) which, without the named executive officer's consent, represents a material reduction in or a material demotion of the named executive officer's authority, duties or responsibilities as in effect immediately prior to the change of control, or the assignment to the named executive officer of any duties or responsibilities that are materially inconsistent with and materially adverse to such authority, duties or responsibilities;
- a material reduction in the then current base salary of the named executive officer;
- the relocation of the named executive officer's principal office to a location that increases his one-way commute by more than 20 miles (or, in the case of Dr. Wills, a relocation outside of New Jersey);

- the failure of GTX to obtain an agreement reasonably satisfactory to the named executive officer from any successor entity upon the change of control to assume and agree to perform his or her employment agreement in all material respects; or
- a material breach by GTX of any provision of the named executive officer's employment agreement or any other then-effective agreement with the named executive officer.

*Termination Without "Cause" or For "Good Reason" Prior to or Not in Connection with a Change of Control*

Our employment agreement with Dr. Wills provides for cash post-termination payments equal to one year's base salary (generally to be made over the one-year period following termination on our regular payroll dates) and monthly premium payments to continue his health insurance coverage for up to twelve months following his termination, should his employment be terminated without "cause" or should he resign for "good reason", in each case irrespective of whether such termination is within twelve months after (or otherwise in connection with) a change of control. In addition, the terms of Dr. Wills' employment agreement provided that if his employment had been terminated without "cause" or he had resigned for "good reason" prior to a change of control, then any unvested portion of the initial RSU award that we granted to Dr. Wills in connection with the commencement of his employment with GTX that was scheduled to vest on the next scheduled vesting date would have become fully vested upon such termination. The initial RSU award that we granted to Dr. Wills was fully vested as of March 2, 2018.

*Other Termination Scenarios*

If we terminate a named executive officer's employment for "cause," or if a named executive officer voluntarily terminates his or her employment without "good reason," or upon the death of a named executive officer, the named executive officer would generally have no right to receive any compensation or benefits under his or her employment agreement on or after the effective date of termination, other than any accrued and unpaid salary and expense reimbursement. However, under our employment agreements with Dr. Wills, Dr. Wills would nonetheless be entitled to any earned but unpaid annual bonus with respect to any completed calendar year immediately preceding his termination date. Likewise, except as described above under "*Termination Without "Cause" or For "Good Reason" Prior to or Not in Connection with a Change of Control*" with respect to Dr. Wills, if we terminate a named executive officer's employment without "cause," or if a named executive officer voluntarily terminates his or her employment with "good reason," in each case not within twelve months following a change of control, the named executive officer would have no right to receive any compensation or benefits under his employment agreement on or after the effective date of termination, other than any accrued and unpaid salary and expense reimbursement and, solely in the case of Dr. Wills, subject to our obligation under his employment agreement to pay any accrued but unpaid annual bonus with respect to any completed calendar year immediately preceding his termination date.

*Other Employment Agreement Benefits*

Except as set forth above, under the employment agreements with our named executive officers, our named executive officers would not be entitled to any other benefits following termination of service, including the continuation of general employee benefits, life insurance coverage and long term disability coverage, except as otherwise required by applicable law.



## **Stock Option, RSU and Equity Plan Provisions**

### *Stock Award Vesting Acceleration*

**Pre-IPO Plans.** The GTX, Inc. 2001 Stock Option Plan, or the 2001 Plan, and the GTX, Inc. 2002 Stock Option Plan, or the 2002 Plan, each provide that in the event of a specified change of control transaction, all shares subject to option awards granted under these plans will immediately vest and be converted into cash, options or stock of equivalent value in the surviving organization under terms and conditions that substantially preserve the economic status of plan participants. Certain of the options granted to our executive officers to date have been granted pursuant to these plans. For purposes of our 2001 Plan and 2002 Plan, the definition of change of control is substantially similar to the definition of change of control under the employment agreements with our named executive officers. As a result of the adoption of our 2013 Equity Incentive Plan, or the 2013 Plan, we no longer grant any options under any of these plans.

**2004 Plan.** Our 2004 Equity Incentive Plan, or the 2004 Plan, provides that in the event of a specified corporate transaction such as a merger, consolidation or similar transaction, all outstanding options under the 2004 Plan may be assumed, continued or substituted for by any surviving or acquiring entity. If the surviving or acquiring entity elects not to assume, continue or substitute for such options, such options then held by individuals whose service has not terminated prior to the effective date of the corporate transaction would become fully vested, and, if applicable, exercisable and such options would be terminated if not exercised prior to the effective date of the corporate transaction. A recipient's award agreement may provide for acceleration upon other events. In this regard, the standard form of stock option agreement under the 2004 Plan provides for each stock option to become fully vested and exercisable if (i) the optionholder's service with GTX or its successor terminates within twelve months after a change of control and the termination of service is a result of an involuntary termination without cause or a constructive termination or (ii) the optionholder is required to resign his or her position with GTX as a condition of the change of control. For purposes of our 2004 Plan, the definition of change of control is similar to the definition of change of control under the employment agreements with our named executive officers. As a result of the adoption of the 2013 Plan, we no longer grant any equity awards under the 2004 Plan, and stock options were the only form of stock awards granted to our named executive officers under the 2004 Plan.

The standard form of stock option agreement under the 2004 Plan generally defines "cause" as the grant recipient:

- committing an act that materially injures the business of GTX;
- refusing or failing to follow the lawful and reasonable directions of the Board or the appropriate individual to whom he or she reports, after 15 days' notice and the opportunity to cure;
- willfully or habitually neglecting his or her duties with GTX, after 15 days' notice and the opportunity to cure;
- being convicted of a felony that is likely to inflict or has inflicted material injury on the business of GTX; or
- committing a material fraud, misappropriation, embezzlement or other act of gross dishonesty that resulted in material loss, damage or injury to GTX.

The standard form of stock option agreement under the 2004 Plan generally defines a "constructive termination" as a voluntary termination within 12 months after a change of control after any of the following actions are taken without the consent of the grant recipient:

- the assignment to the grant recipient of any duties or responsibilities which results in a significant reduction in his or her function as in effect immediately prior to the change of control;
- a material reduction in the grant recipient's salary, as in effect on the effective date of the change of control;
- the failure to continue in effect any benefit plan or program in which the grant recipient was participating immediately prior to the effective date of the change of control, or the taking of any action that would adversely affect his or her participation in (or reduce his or her benefits under) any such benefit plan or program (but either circumstance will only be grounds for a "constructive termination" if the range of benefit plans and programs offered by the acquirer is not comparable to the benefit plans previously offered by GTx, when considered as a whole);
- a relocation of the grant recipient's principal office to a location more than 50 miles from the location at which he or she performed his or her duties as of the effective date of the change of control; or
- a material breach by GTx of any provision of the grant recipient's stock option agreement under the 2004 Plan.

*2013 Plan.* Our 2013 Plan provides that in the event of a specified corporate transaction such as a merger, consolidation or similar transaction, all outstanding stock awards under the 2013 Plan may be assumed, continued or substituted for by any surviving or acquiring entity, and any reacquisition or repurchase rights held by GTx in respect of common stock issued pursuant to outstanding stock awards may be assigned by GTx to its successor (or the successor's parent company). If the surviving or acquiring corporation does not assume, continue or substitute any or all such outstanding stock awards, then with respect to stock awards that have not been assumed, continued or substituted and that are held by participants whose continuous service has not terminated prior to the effective time of the corporate transaction, the vesting (and, if applicable, the exercisability) of such stock awards will (contingent upon the effectiveness of the corporate transaction) be accelerated in full to a date prior to the effective time of the corporate transaction as the Board determines (or, if the Board does not determine such a date, to the date that is five days prior to the effective time of the corporate transaction), such stock awards will terminate if not exercised (if applicable) at or prior to the effective time of the corporate transaction, and any reacquisition or repurchase rights held by GTx with respect to such stock awards will (contingent upon the effectiveness of the corporate transaction) lapse. Unless otherwise provided in a written agreement between GTx or an affiliate and a participant, the vesting (and, if applicable, the exercisability) of any other outstanding stock awards that are not assumed, continued or substituted in connection with the corporate transaction will not be accelerated and such stock awards will terminate if not exercised (if applicable) prior to the effective time of the corporate transaction. A recipient's award agreement may provide for acceleration upon other events. In this regard, the standard form of stock option agreement under the 2013 Plan provides for each stock option to become fully vested and exercisable if the optionholder's service with GTx or its successor terminates on or within twelve months after a change of control and the termination of service is a result of an involuntary termination without cause or a constructive termination.

For purposes of our 2013 Plan, the definition of change of control is similar to the definition of change of control under the employment agreements with our named executive officers.

For purposes of our 2013 Plan, "cause" has the meaning ascribed to such term in any written agreement between the grant recipient and GTx, and in the absence of such an agreement, "cause" means the occurrence of any of the following:

- the grant recipient's willful failure substantially to perform his or her duties and responsibilities or deliberate violation of a company policy;
- the grant recipient's commission of any act of fraud, embezzlement, dishonesty or any other willful misconduct that has caused or is reasonably expected to result in material injury to GTx;
- unauthorized use or disclosure by the grant recipient of any proprietary information or trade secrets of GTx or any affiliate or any other party to whom the grant recipient owes an obligation of nondisclosure as a result of the grant recipient's relationship with GTx or any affiliate; or
- the grant recipient's willful breach of any of his or her obligations under any written agreement or covenant with GTx or any affiliate.

The definition of a "constructive termination" in the standard form of stock option agreement under the 2013 Plan is similar to the definition of a "constructive termination" in the standard form of stock option agreement under the 2004 Plan, except that a constructive termination would also be deemed to occur if the board of GTx's successor requires the participant to resign from GTx in a manner that terminates the participant's continuous service, as a condition of the change in control. In addition, in order to have a basis for constructive termination under the 2013 Plan, a participant must provide written notice of the event giving rise to constructive termination to the board of GTx's successor within 30 days following such event, provide the successor with 30 days to cure such event, and, if not cured, the participant must resign from all positions then held with GTx and its successor not later than six months after the date of the participant's written notice to the board of the successor (or such earlier date as may be requested by the Board).

Under the terms of the RSU awards granted to our named executive officers in 2015, which were granted under our 2013 Plan, if a change of control had occurred and the named executive officer's service had not terminated prior to that change of control, then any outstanding and unvested RSUs award would have vested in full immediately prior to that change of control. In addition, as described above under "*—Employment Agreements—Termination Without "Cause" or For "Good Reason" Prior to or Not in Connection with a Change of Control,*" Dr. Wills was entitled to a partial vesting acceleration benefit with respect to the initial RSU award that we granted to Dr. Wills if his employment has been terminated without "cause" or he had resigned for "good reason" prior to a change of control (each as defined in his employment agreement). As of the date of this proxy statement, all of the RSU awards granted to our named executive officers in 2015 were fully vested.

#### *Extended Post-Termination Option Exercise Period*

As a general matter, the terms of the options we have granted to our named executive officers provided that the vested portion of these options will expire three months after the named executive officer's termination of service. We refer to the period following the named executive officer's termination during which he or she can continue to exercise his or her vested stock options as the post-termination exercise period. However, in connection with the adoption of a retention bonus

program by the Compensation Committee in September 2013, the options held by certain of our named executive officers and outstanding on or prior to September 27, 2013 were modified to generally provide for a six month post-termination exercise period. In addition, a retention stock option granted to Mr. Doggrell in 2013 generally provides for a six month post-termination exercise period. All such post-termination exercise periods are limited by, and will not exceed, the original expiration date of the option. In termination situations involving the death or disability of the named executive officer, or the named executive officer's voluntary retirement, the post-termination exercise period is generally extended beyond three months or six months, as applicable, following the named executive officer's termination of service. Under our 2004 Plan and the form of stock option agreement under our 2004 Plan, the post-termination exercise period will generally be one year following termination if the termination of service is a result of an involuntary termination without cause or a constructive termination within twelve months after a change of control. Under our 2013 Plan and the form of stock option agreement under our 2013 Plan, the post-termination exercise period will generally be one year following termination if the termination of service occurs either as a condition of a change of control or upon the effectiveness of a change of control, unless the stock option is not assumed, continued or replaced by the successor or acquiring entity. With respect to all of our stock option plans and the forms of stock option agreements under such stock option plans, if the termination is due to the named executive officer's death, the post-termination exercise period will generally be 18 months following termination, and if the termination is due to the named executive officer's disability, the post-termination exercise period will generally be one year following termination. With respect to our 2013 Plan and the form of stock option agreement under our 2013 Plan, if the termination is for cause, the option will terminate upon the date on which the event giving rise to the termination for cause first occurred (or, if required by law, the date of the termination). With respect to our 2001 Plan and 2002 Plan and the forms of stock option agreements under those plans, if a named executive officer voluntarily retires his or her employment (which generally means a retirement after age 65 or after age 55 following a specified period of service), the post-termination exercise period will generally be five years following termination. However, our 1999 and 2000 Plans provide that the Compensation Committee in its discretion can provide for any post-termination exercise period for a vested option in the event of the disability, death or involuntary termination of an option grant recipient of up to, but not exceeding, the initial ten-year term of the option. Under our 2004 Plan and 2013 Plan and the forms of stock option agreements under those plans, if a named executive officer voluntarily retires his or her employment (which generally means a retirement after age 65 following a specified period of service or after age 55 following a specified period of service and with the authorization of our Chief Executive Officer or the Board), the post-termination exercise period will generally be two years following termination. In no event, however, will the post-termination exercise period be extended beyond the initial ten-year term of the option.

#### ***Retirement and Other Benefits***

We do not provide our employees, including our named executive officers, with a defined benefit pension plan, any supplemental executive retirement plans or retiree health benefits. Our named executive officers may participate on the same basis as other employees in our 401(k) retirement savings plan. Our 401(k) retirement savings plan provides an employer matching contribution of 100% of the first 4% of the employee's eligible compensation, subject to the annual Internal Revenue Service limits in effect from time to time. We believe this matching contribution is consistent with market practice and helps in attracting and retaining key executives.

We offer a comprehensive employee benefit program, including health, life and disability insurance, to all of our regular employees, including certain of our named executive officers who are full time employees. This program provides a safety net of protection against the financial catastrophes that can result from illness, disability or death. Company-funded life insurance of up to \$50,000 is

provided to employees generally, and company-funded long-term disability insurance provides a 60% income-replacement benefit, up to \$10,000 per month.

The Compensation Committee has also approved supplemental life and long-term disability insurance for our executive officers. The total life insurance benefit for Mr. Hanover and certain eligible Vice Presidents is equal to twice the executive officer's annual salary, not to exceed \$1 million in coverage for any officer, although Mr. Doggrell's total coverage amount was reduced 65% following his 65<sup>th</sup> birthday. Dr. Wills, as a part time employee, does not qualify for health, life or disability insurance and other similar benefits pursuant to the requirements of the insurers' programs. However, should he in the future be deemed to be a "full time" employee by the insurers, he would also receive the same benefits as are presently provided to Mr. Hanover and our eligible Vice Presidents. The Compensation Committee believes that the cost of providing this supplemental insurance coverage is minimal in comparison to the value of such benefits in attracting and retaining executive employees and that providing these supplemental benefits is consistent with the practices of other public companies.

### **Compensation and Risk**

In February 2018, the Compensation Committee considered our compensation policies, practices and programs as generally applicable to our employees and determined that our policies, practices and programs do not encourage excessive or unnecessary risk-taking, and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on our company. The design of our compensation policies and programs encourage our employees to remain focused on our long-term goals of increasing shareholder value through the successful development of our clinical product candidates. For example, through our use of different types of equity compensation awards that provide long term incentives to increase our share price, as well as our use of multi-year vesting for stock option and restricted stock unit awards, we believe that our employee compensation programs promote a long-term stockholder perspective, encourage decisions that will result in sustainable performance over the longer term, and mitigate the risks associated with an undue short-term focus on results.

## DIRECTOR COMPENSATION

### Cash Retainers

In November 2015, following the recommendations of Radford, a third party compensation consultant, and a review of Equilar data made available to the Compensation Committee and other members of the Board regarding peer board compensation, the Board approved the recommendations of both the Nominating and Corporate Governance Committee and the Compensation Committee that the following cash compensation payments be made quarterly to the Board and committee members, effective January 1, 2016:

- a \$35,000 annual retainer for service as a member of our Board of Directors;
- a supplemental annual retainer for the Lead Director of the Board and for the Chairs of each Board committee in the following amounts: \$15,000 for the Lead Director of the Board; \$17,500 for Chair of the Audit Committee; \$10,000 for Chair of the Compensation Committee; and \$8,500 for Chair of the Nominating and Corporate Governance Committee; and
- a supplemental annual retainer for each member of the following committees other than the Chairs, in the following amounts: \$10,000 for members of the Audit Committee; \$7,500 for members of the Compensation Committee; \$5,000 for members of the Nominating & Corporate Governance Committee; and \$10,000 for members of the Scientific and Development Committee.

No directors currently receive consulting fees from GTx. Directors who are also employees (currently Mr. Hanover and Dr. Wills) receive no additional compensation for service on the Board.

### Directors' Deferred Compensation Plan

Since June 30, 2004, our non-employee directors have had the opportunity to defer all or a portion of their fees under our Directors' Deferred Compensation Plan. Deferrals can be made into a cash account, a stock account, or a combination of both. Deferrals into a cash account would accrue interest at the prime rate of interest announced from time to time by a local bank utilized by us, and deferrals into a stock account accrue to the deferring director rights in shares of GTx common stock equal to the cash compensation then payable to the director for his or her Board service divided by the then current fair market value of GTx common stock. Currently, all but two of our non-employee directors have elected to defer all or some of their Board compensation into stock accounts. No directors have deferred their Board compensation into cash accounts. Under the Directors' Deferred Compensation Plan, amounts credited to cash or stock accounts are distributed in a single lump sum on the date, if any, selected by the director pursuant to his or her election or, if no such election is made or if the selected distribution date is after his or her separation from service, then the distribution would be made on the date of his or her separation from service in the form of a single lump sum (subject to deferral under certain circumstances to the extent necessary to avoid the incurrence of adverse personal tax consequences under Section 409A of the Internal Revenue Code). Any fractional shares of GTx common stock will be distributed in cash valued at the then current fair market value of GTx common stock.

### Equity Compensation

Pursuant to our Non-Employee Director Compensation Policy, or the Director Compensation Policy, each non-employee director of GTx (who does not own more than ten percent of the combined

voting power of GTX's then outstanding securities) is eligible for certain initial and annual stock awards, which grants are currently made pursuant to GTX's 2013 Non-Employee Director Equity Incentive Plan, or the 2013 Directors' Plan, which is the successor to our Amended and Restated 2004 Non-Employee Directors' Stock Option Plan, or the Prior Directors' Plan. Accordingly, each of our non-employee directors, with the exception of Mr. Hyde, is eligible to receive these initial and annual non-statutory stock awards. Under the Director Compensation Policy, any individual who first becomes a non-employee director is eligible for a stock award in such form and in such amount that the Board deems necessary to attract such individual to join the Board. In addition, under the Director Compensation Policy, any individual who is serving as a non-employee director on the day following an annual meeting of GTX's stockholders automatically will be granted an option to purchase shares of common stock on that date; *provided, however*, that if the individual has not been serving as a non-employee director for the entire period since the preceding annual meeting, the number of shares subject to such individual's annual grant will be reduced pro rata for each full month prior to the date of grant during which such individual did not serve as a non-employee director. Under our Director Compensation Policy, the number of shares subject to the annual stock option grant is based on approximately the 50<sup>th</sup> percentile of the equity granted to non-employee directors of GTX's peers and will be considered by the Nominating and Corporate Governance Committee and the Compensation Committee and recommended to the Board for approval. In February 2017, the Board, upon the upon the recommendations of the Nominating and Corporate Governance Committee and the Compensation Committee, determined that the number of shares subject to the automatic annual grants occurring on the date following the 2017 Annual Meeting will be 15,000 shares of GTX common stock; accordingly, each non-employee director (other than Mr. Hyde and Mr. Neil) then serving as a non-employee director received a grant for 15,000 shares on the date following the 2017 Annual Meeting. Mr. Neil received a grant for 11,250 shares on the date following the 2017 Annual Meeting reflecting the pro-rata described above.

In March 2018, the Board, upon the recommendations of the Nominating and Corporate Governance Committee and the Compensation Committee, determined that the number of shares subject to the automatic annual grants occurring on the date following the Annual Meeting will be 7,500 shares of GTX common stock. The shares subject to each initial grant and each annual grant vest in a series of three successive equal annual installments measured from the date of grant, so that each initial grant and each annual grant will be fully vested three years after the date of grant. The exercise price per share for the options granted under the 2013 Directors' Plan is not less than the fair market value of the stock on the date of grant. Prior to the adoption of the 2013 Directors' Plan at the 2013 Annual Meeting of Stockholders, initial and annual stock option grants were made pursuant to the Prior Directors' Plan.

In the event of a specified corporate transaction, as defined in the Prior Directors' Plan or the 2013 Directors' Plan, as applicable, all outstanding options granted under the Prior Directors' Plan and the 2013 Directors' Plan may be assumed or substituted for by any surviving or acquiring entity. If the surviving or acquiring entity elects not to assume or substitute for such options, then (a) with respect to any such options that are held by optionees then performing services for GTX or its affiliates, the vesting and exercisability of such options will be accelerated in full and such options will be terminated if not exercised prior to the effective date of the corporate transaction, and (b) all other outstanding options will terminate if not exercised prior to the effective date of the corporate transaction. If a specified change of control transaction occurs, as defined in the Prior Directors' Plan, then the vesting and exercisability of the optionee's options granted under the Prior Directors' Plan will be accelerated in full immediately prior to (and contingent upon) the effectiveness of the transaction. Under the Prior Directors' Plan, if an optionee is required to resign his or her position as a non-employee director as a condition of the change of control transaction, the vesting and exercisability of the optionee's options will be accelerated in full immediately prior to the effectiveness of such resignation. Under the 2013

Directors' Plan, if a specified change of control transaction occurs, as defined in the 2013 Directors' Plan, then all stock awards held by a participant whose continuous service has not terminated prior to such time will become fully vested and, if applicable, exercisable, immediately prior to the transaction. In addition, under the 2013 Directors' Plan, if a non-employee director is required to resign his or her position as a non-employee director as a condition of the change of control transaction, all outstanding stock awards held by such individual will become fully vested and, if applicable, exercisable, as of immediately prior to such resignation. During 2008, the Board, upon the recommendation of the Compensation Committee, adopted a general policy regarding the retirement of non-employee directors that provides that the Board will act, on a case-by-case basis, to accelerate the vesting and exercisability of the retiring director's options in full provided such director retires from the Board in good standing.

The table below represents the compensation earned by each non-employee director during 2017. Neither Mr. Hanover nor Dr. Wills are listed in the following table since they served as our employees during their respective term service on our Board of Directors and did not receive any additional compensation for serving as members of our Board of Directors. Each of Mr. Hanover's and Dr. Wills' compensation is described under "Executive Compensation" above.

**DIRECTOR COMPENSATION—FISCAL 2017**

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Total (\$)
J. R. Hyde, III	62,500	—	62,500
Michael G. Carter, M.D.	65,000	48,234	113,234
J. Kenneth Glass	60,000	48,234	108,234
Garry A. Neil, M.D.	50,000	36,175	86,175
Kenneth S. Robinson, M.D., M.Div.	53,500	48,234	101,734

- (1) Represents fees earned in 2017 that were either paid, deferred or were payable at the end of 2017. Each director in the table above, other than Mr. Glass and Dr. Carter, elected to defer payment of all or a portion of his earned fees during 2017 pursuant to the Directors' Deferred Compensation Plan. The number of shares credited to individual stock accounts for our non-employee directors under the Directors' Deferred Compensation Plan as of December 31, 2017 was as follows: 38,434 shares for Mr. Hyde; 3,362 shares for Dr. Carter; 655 shares for Mr. Glass; 11,277 shares for Dr. Neil and 32,391 shares for Dr. Robinson.
- (2) The amounts in this column represent the aggregate grant date fair value of all option awards granted to our non-employee directors during the year ended December 31, 2017 as computed in accordance with FASB ASC Topic 718. Assumptions used in computing the aggregate grant date fair value in accordance with FASB ASC Topic 718 are set forth in Note 3—Share-Based Compensation to our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

The following table indicates the grant date fair value for the annual option awarded to each non-employee director during the year ended December 31, 2017, as determined in accordance with FASB ASC Topic 718, as well as the total number of shares subject to options outstanding as of December 31, 2017 for each non-employee director listed in the table above:

Name	FASB ASC Topic 718 Grant Date Fair Value (\$)	Total Shares Subject to Options Outstanding at 12/31/2017 (#)
J. R. Hyde, III	—	—
J. Kenneth Glass	48,234	39,800
Michael G. Carter, M.D.	48,234	39,800
Garry A. Neil, M.D.	36,175	21,250
Kenneth S. Robinson, M.D., M.Div.	48,234	40,000



## RELATED PARTY TRANSACTIONS AND INDEMNIFICATION

### Policies and Procedures for Review of Related Party Transactions

Upon recommendation of the Audit Committee, the Board adopted a related party transactions policy, which specifies GTX's policies and procedures regarding transactions between GTX and its employees, officers, directors or their family members. GTX's Chief Legal Officer is responsible for (a) ensuring that policy is distributed to all GTX officers, directors and other managers and (b) requiring that any proposed related party transaction be presented to the Audit Committee for consideration before GTX enters into any such transactions. This policy can be found on GTX's website ([www.gtxinc.com](http://www.gtxinc.com)) under "Investors" at "Corporate Governance."

It is the policy of GTX to prohibit all related party transactions unless the Audit Committee determines in advance of GTX entering into any such transaction that there is a compelling business reason to enter into such a transaction. There is a general presumption that the Audit Committee will not approve a related party transaction with GTX. However, the Audit Committee may approve a related party transaction if:

- the Audit Committee finds that there is a compelling business reason to approve the transaction, taking into account such factors as the absence of other unrelated parties to perform similar work for a similar price within a similar timeframe; and
- the Audit Committee finds that it has been fully apprised of all significant conflicts that may exist or otherwise arise on account of the transaction, and it believes, nonetheless, that GTX is warranted entering into the related party transaction and has developed an appropriate plan to manage the potential conflicts of interest.

### Certain Transactions With or Involving Related Persons

Except as described below and except for employment arrangements and compensation for Board service, which are described under "Executive Compensation" and "Director Compensation" above, since January 1, 2016, there has not been, nor is there currently proposed, any transaction in which we are or were a participant, the amount involved exceeds the lesser of \$120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years, and any of our directors, executive officers, holders of more than 5% of our common stock or any immediate family member of any of the foregoing had or will have a direct or indirect material interest.

*Warrant Exercises.* On November 14, 2014, we issued warrants, or the BVF Warrants, to Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P., Investment 10, L.L.C. and MSI BVF SPV, LLC, or collectively, the BVF Entities, to purchase an aggregate of 1,111,081 (whole) shares of our common stock (as adjusted to give effect to the Reverse Stock Split) at an exercise price of \$8.50 per share (as adjusted to give effect to the Reverse Stock Split) in connection with a private placement of our common stock and warrants to purchase common stock. On March 13, 2018, the BVF Entities exercised the BVF Warrants in full pursuant to the "net exercise" provisions of the BVF Warrants resulting in a net issuance on exercise to the BVF Entities of an aggregate of 674,579 shares of our common stock. Based solely on the difference between the fair market value of our common stock on the date of exercise as determined pursuant to the net exercise provisions of the BVF Warrants and the exercise price of the BVF Warrants, the value realized by the BVF Entities upon exercise of the BVF Warrants totaled approximately \$14.6 million. Our involvement in the BVF Warrant exercises did not require approval under our related party transactions policy because our actions with respect to such matters were undertaken in accordance with our pre-existing obligations under the BVF Warrants.

**Loan Agreement.** On August 10, 2017, we entered into a loan agreement with J.R. Hyde, III and The Pyramid Peak Foundation to borrow up to a total of \$15,000,000. Each of Mr. Hyde and The Pyramid Peak Foundation are significant stockholders, and Mr. Hyde serves on our board of directors. We did not borrow any amounts under the loan agreement and the loan agreement terminated in accordance with its terms on September 29, 2017 in connection with the completion of the September 2017 private placement of our equity securities described below.

**September 2017 Private Placement and Related Registration.** On September 29, 2017, we completed a private placement of an aggregate of 5,483,320 immediately separable units, comprised of an aggregate of 5,483,320 shares of our common stock and warrants to purchase up to an aggregate of 3,289,988 additional shares of our common stock, for an aggregate purchase price of approximately \$48.5 million. The per unit purchase price for a share of common stock and a warrant to purchase 0.6 of a share of common stock was \$8.845. The warrants, which have a five-year term expiring on September 29, 2022, are immediately exercisable and have a per share exercise price of \$9.02. Pursuant to the terms of the securities purchase agreement, we filed a registration statement with the SEC in November 2017 to register the resale of the shares of our common stock and the shares of common stock underlying the warrants, and agreed to keep one or more registration statements registering the shares effective until the earlier to occur of September 28, 2019 or the date on which all of the applicable shares of our common stock have been sold or can be sold publicly without restriction or limitation under Rule 144 under the Securities Act. Our total expenses in connection with the filing of the November 2017 registration statement were approximately \$70,000. The investors in the private placement included the following related parties:

<u>Investor</u>	<u>Shares Purchased</u>	<u>Warrants Purchased</u>	<u>Aggregate Unit Purchase Price (\$)</u>
J.R. Hyde III <sup>(1)</sup>	1,130,582	678,349	9,999,997.79
The Pyramid Peak Foundation <sup>(1)</sup>	565,291	339,174	4,999,998.90
Jack W. Schuler <sup>(1)</sup>	226,116	135,669	1,999,996.02
Amzak Health Investors, LLC <sup>(2)(3)</sup>	847,936	508,761	7,499,993.92
Aisling Capital IV LP <sup>(2)</sup>	847,936	508,761	7,499,993.92
Boxer Capital, LLC	565,291	339,174	4,999,998.90

(1) Executive officer, director and/or greater than 5% stockholder (and a "related party") immediately prior to the private placement.

(2) Became a greater than 5% stockholder of GTX as a result of the private placement and, accordingly, became a "related party" of GTX.

(3) Pursuant to the terms of the securities purchase agreement, we reimbursed Amzak Health Investors for its legal fees in the amount of \$33,078.

The Board of Directors appointed a Special Committee of the Board of Directors consisting of disinterested and independent directors (Mr. Glass, and Drs. Carter, Robinson and Neil) to review and evaluate the private placement and any other alternative transaction to the private placement, and delegated to the Special Committee the exclusive power and authority to consider, negotiate, disapprove or approve the private placement, which the Special Committee ultimately determined to approve. Likewise, as a result of the participation of related parties in the private placement, the private placement was reviewed and pre-approved by the Audit Committee in accordance with our related party transactions policy.

**October 2016 Registered Direct Offering of Common Stock.** In October 2016, we sold an aggregate of 1,728,395 shares of our common stock in a registered direct offering at a purchase price of \$8.10 per share, which was the consolidated closing bid price of our common stock on October 11, 2016

(as adjusted to give effect to the Reverse Stock Split), the date that we entered into the definitive purchase agreements with the investors in the registered direct offering. The investors in the registered direct offering consisted of the following "related parties," each of which was an executive officer, director and/or greater than 5% stockholder immediately prior to the registered direct offering:

<u>Investor</u>	<u>Shares Purchased</u>	<u>Aggregate Share Purchase Price (\$)</u>
J.R. Hyde III	771,604	6,249,999.69
The Pyramid Peak Foundation	771,604	6,249,999.69
Jack W. Schuler	123,456	999,999.27
Formanek Investment Trust	37,037	299,999.70
Robert J. Wills	12,345	99,999.36
Marc S. Hanover	12,345	99,999.36

The share information provided in the above table has been retroactively adjusted to give effect to the Reverse Stock Split.

The Board of Directors appointed a Special Committee of the Board of Directors consisting of disinterested and independent directors (Mr. Glass, and Drs. Carter, Robinson and Neil) to review and evaluate the registered direct offering and any other alternative transaction to the registered direct offering, and delegated to the Special Committee the exclusive power and authority to consider, negotiate, disapprove or approve the registered direct offering, which the Special Committee ultimately determined to approve. Likewise, as a result of the participation of related parties in the registered direct offering, the registered direct offering was reviewed and pre-approved by the Audit Committee in accordance with our related party transactions policy.

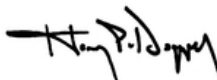
#### **Indemnity Agreements**

GTx has entered into indemnity agreements with each of its current directors and certain of its executive officers to give such directors and officers additional contractual assurances regarding the scope of the indemnification set forth in GTx's charter and bylaws and to provide additional procedural protections.

#### **OTHER MATTERS**

The Board of Directors, at the time of the preparation of this proxy statement, knows of no business to come before the meeting other than that referred to herein. If any other business should properly come before the meeting, the persons named in the enclosed proxy will have discretionary authority to vote all proxies in accordance with his best judgment.

**By Order of the Board of Directors,**



Henry P. Doggrell  
*Vice President, Chief Legal Officer and Secretary*

Memphis, Tennessee  
March 23, 2018



IMPORTANT ANNUAL MEETING INFORMATION

Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Daylight Time, on May 8, 2018.

Vote by Internet

- Go to www.envisionreports.com/GTXI
• Or scan the QR code with your smartphone; and
• Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone.
There is NO CHARGE to you for the call.
• Follow the instructions provided by the recorded message.

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals — The Board of Directors recommends a vote FOR both of the nominees listed in Proposal No. 1 and FOR Proposal No. 2.

Proposal No. 1: To elect the two nominees for Class II director named below to serve until the 2021 Annual Meeting of Stockholders and until their successors have been duly elected and qualified.



01 - J. Kenneth Glass For Withhold [ ] [ ]

02 - Robert J. Wills For Withhold [ ] [ ]

Proposal No. 2: To ratify the appointment of Ernst & Young LLP as GTx's independent registered public accounting firm for the fiscal year ending December 31, 2018.

For Against Abstain [ ] [ ] [ ]

B Non-Voting Items

Change of Address — Please print your new address below.

Comments — Please print your comments below.

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting.

[ ]

C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

[ / / ]

[ ]

[ ]



1 U P X



▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

# GTx<sup>®</sup>

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Proxy — GTx, Inc.

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**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF GTX, INC. FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 9, 2018.**

The undersigned hereby appoints **Henry P. Doggrell** and **Jason T. Shackelford**, and each of them, as attorneys and proxies of the undersigned, with full power of substitution, to vote all of the shares of stock of GTx, Inc. that the undersigned may be entitled to vote at the Annual Meeting of Stockholders of GTx, Inc. to be held at the Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103, on Wednesday, May 9, 2018 at 1:30 p.m. Central Daylight Time, and at any and all postponements, continuations and adjournments thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions, with discretionary authority as to any and all other matters that may properly come before the meeting.

**UNLESS A CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR BOTH OF THE NOMINEES LISTED IN PROPOSAL NO. 1 AND FOR PROPOSAL NO. 2, AS MORE SPECIFICALLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. IF SPECIFIC INSTRUCTIONS ARE INDICATED, THIS PROXY WILL BE VOTED IN ACCORDANCE THEREWITH. IN THEIR DISCRETION, THE PROXIES OF THE UNDERSIGNED ARE AUTHORIZED TO VOTE UPON ANY AND ALL OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 9, 2018  
at the Toyota Center, 175 Toyota Plaza, Memphis, Tennessee 38103.**

**The proxy statement and annual report to stockholders are available at [www.edocumentview.com/GTXI](http://www.edocumentview.com/GTXI).**

THANK YOU FOR VOTING  
(Items to be voted appear on reverse side.)



IMPORTANT ANNUAL MEETING INFORMATION

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



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02 - Robert J. Wills      For  Withhold

Proposal No. 2: To ratify the appointment of Ernst & Young LLP as GTX's independent registered public accounting firm for the fiscal year ending December 31, 2018.

For  Against  Abstain

#### B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



1 U P X



▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

# GTx<sup>®</sup>

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Proxy — GTx, Inc.

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THANK YOU FOR VOTING  
(Items to be voted appear on reverse side.)