



**FINAL PRICING TERMS**  
**December 13, 2006**

Issuer:	GTx, Inc. (NASDAQ: GTXI)
Securities Offered:	Common Stock
Maximum Number of Shares	3,799,600
Price Per Share	\$16.00 per Share
Estimated net Proceeds	\$57.35 million
Dilution	Dilution per share to new investors will equal \$13.23

**The issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively the issuer and the placement agents will arrange to send you the prospectus if you request it by calling 212-632-6717.**