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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2008

GTx, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-50549
(Commission File Number)

62-1715807
(IRS Employer Identification No.)

**3 N. Dunlap Street
Van Vleet Building
Memphis, Tennessee 38163**
(Address of principal executive offices, including Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 29, 2008, Andrew M. Clarkson, currently a member of the Board of Directors (the "Board") of GTx, Inc. (the "Company"), informed the Company that he has decided not to stand for reelection as a director upon the expiration of his term at the Company's 2008 Annual Meeting of Stockholders. Mr. Clarkson will continue as a member of the Board and the Audit Committee of the Board until the Company's 2008 Annual Meeting of Stockholders. Mr. Clarkson's decision not to stand for reelection was based on his desire to retire from active participation on the Board and the Audit Committee since he is now in excess of 70 years of age.

SIGNATURES

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

GTx, Inc.

Dated: January 30, 2008

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