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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001260990			X Corporation
Name of Issuer			Limited Partnership
GTX INC /DE/			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
GTX INC /DE/		175 TOYOTA PLAZA		7TH FLOOR	
City	State/Province/Country	ZIP/PostalCode			
MEMPHIS	TENNESSEE	38103	901-523-9700		

3. Related Persons

Last Name	First Name	Middle Name
Steiner	Mitchell	S.
Street Address 1	Street Address 2	ZIP/PostalCode
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	
Memphis	TENNESSEE	38103
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hanover	Marc	S.
Street Address 1	Street Address 2	ZIP/PostalCode
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	
Memphis	TENNESSEE	38103
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dalton	James	T.
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Doggrell	Henry	P.
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hyde, III	J.	R.
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Robinson	Kenneth	S.
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Glass	J.	Kenneth
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carter	Michael	G.
Street Address 1	Street Address 2	
c/o GTx, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Furr	Barrington	J.A.
Street Address 1	Street Address 2	
c/o GTX, Inc.,	175 Toyota Plaza, 7th Floor	
City	State/Province/Country	ZIP/PostalCode
Memphis	TENNESSEE	38103

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Health Care	<input type="checkbox"/> Retailing
<input checked="" type="checkbox"/> Banking & Financial Services	<input checked="" type="checkbox"/> X Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
<input type="checkbox"/> Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
<input type="checkbox"/> Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Investment Company Act Section 3(c)

Rule 504 (b)(1)(i)	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale 2014-03-06 First Sale Yet to Occur
X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$21,272,455 USD or Indefinite
Total Amount Sold \$21,272,455 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

This amendment is being filed to reflect the Issuer's reliance on Rule 506(b). Due to a clerical error, the original filing incorrectly noted that the Issuer was relying on Rule 506(c). All sales have been made in compliance with Rule 506(b).

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited

investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GTX INC /DE/	/s/Henry P. Doggrell	Henry P. Doggrell	VP, Chief Legal Officer, Secretary	2014-03-07

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this

undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
