

GTX INC /DE/  
Form SC 13D/A  
April 06, 2015

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

GTx, Inc.

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(Name of Issuer)

Common Stock, par value \$0.001

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(Title of Class of Securities)

40052B108

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(CUSIP Number)

The Pyramid Peak Foundation, Attn: Andrew R. McCarroll 6410 Poplar Avenue, Suite 710 Memphis, Tennessee  
38119 Phone : (901) 818-5239

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 02, 2015

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Pyramid Peak Foundation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Tennessee

SOLE VOTING POWER

7

55,078,934

SHARED VOTING POWER

8

0

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

SOLE DISPOSITIVE POWER

9

55,078,934

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

55,078,934

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.4%

TYPE OF REPORTING PERSON

14

CO

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

O. Mason Hawkins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.00%

14 TYPE OF REPORTING PERSON

IN

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by Mr. O. Mason Hawkins that he is the beneficial owner of any of the common stock of GTx, Inc. referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 1. Security and Issuer

This statement relates to shares of common stock, \$0.001 par value per share (“Common Stock”), issued by GTX, Inc. (the “Issuer”) whose principal executive offices are located at 175 Toyota Plaza, 7th Floor, Memphis, Tennessee 38103.

Item 2. Identity and Background

- (a) The names of the persons filing this statement are:

The Pyramid Peak Foundation, a Tennessee non-profit corporation (the “Foundation”)

Mr. O. Mason Hawkins (“Mr. Hawkins”)

- (b) The business address of the Foundation is 6410 Poplar Avenue Memphis, Suite 710, Tennessee 38119.

The business address of Mr. Hawkins is 6410 Poplar Avenue, Suite 900, Memphis, Tennessee 38119.

- (c) The Foundation is a non-profit corporation.

Mr. Hawkins is the Chairman and Chief Executive Officer of Southeastern Asset Management, Inc., an investment advisory firm (“SAM”). The address of the principal executive office of SAM is 6410 Poplar Avenue, Suite 900, Memphis, Tennessee 38119.

The name, principal occupation or employment and business address of each of the directors and executive officers of the Foundation is set forth on Schedule A below and is incorporated herein by reference.

- (d) During the last five years, neither the Foundation, Mr. Hawkins nor, to the knowledge of the Foundation, any person named on Schedule A below has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) During the last five years, neither the Foundation, Mr. Hawkins nor, to the knowledge of the Foundation, any person named on Schedule A below has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) The Foundation is a Tennessee non-profit corporation. Mr. Hawkins and each of the persons identified on Schedule A are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

As previously reported on the Foundation’s Schedule 13D/A, which was filed with the Securities and Exchange Commission (the “SEC”) on November 24, 2014, the Foundation purchased 24,545,455 shares of Common Stock and warrants to purchase 24,545,455 shares of Common Stock (the “November Warrants”) on November 9, 2014 in a private offering by the Issuer for \$16,568,182.13 with funds of the Foundation, pursuant to a Securities Purchase Agreement (the “Securities Purchase Agreement”) entered into with the Issuer on November 9, 2014. No part of the purchase price was borrowed or otherwise obtained for the purpose of acquiring, holding,

trading or voting the shares of Common Stock. The Securities Purchase Agreement and the Form of Warrant attached thereto were previously filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on November 10, 2014, each of which are incorporated by reference herein.

The November Warrants will be exercisable at any time and from time to time from and after the earlier of (i) the Stockholder Approval Date (as defined below) or (ii) the trading day immediately prior to the occurrence of a "fundamental transaction" (as defined in the Form of Warrant), but in no event later than June 1, 2015, and would continue to be exercisable for four years thereafter, at an exercise price of \$0.85 per share. The "Stockholder Approval Date" means the date the Issuer receives stockholder approval, at a special or annual meeting to be held no later than May 27, 2015, of an amendment to the Issuer's Certificate of Incorporation to increase the Issuer's authorized Common Stock to an amount necessary to effect the share settlement of all of the warrants issued by the Issuer on November 14, 2014.

On April 2, 2015, the November Warrants were deemed to be beneficially owned pursuant to Rule 13d-3 of the Securities and Exchange Act of 1934 (the "Exchange Act").

#### Item 4. Purpose of Transaction

The Foundation acquired the shares of Common Stock for investment purposes. The Foundation does not have any plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities or the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or
- (j) Any action similar to any of those enumerated above.

#### Item 5. Interest in Securities of the Issuer

- (a) As of April 2, 2015, the Foundation beneficially owned, for purposes of Rule 13d-3 under the Exchange Act, an aggregate of 55,078,934 shares of the Common Stock, constituting approximately 33.4% of the shares of Common Stock outstanding. The approximate percentage of shares of Common Stock beneficially owned by

the Foundation is based on 140,325,643, shares of Common Stock outstanding as of March 9, 2015, as reported by the Issuer, and assumes the exercise of the November Warrants. Such aggregate amount does not include warrants representing the right to purchase 5,089,821 shares of Common Stock, which the Foundation acquired in March 2014 (the "March Warrants"), as the March Warrants expired unexercised on March 6, 2015 and are no longer deemed to be beneficially owned.

This statement is being filed by Mr. Hawkins in the event he could be deemed to be a controlling person of the Foundation as a result of his status as the sole member of the Foundation. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

(b) Common Stock beneficially owned.

i. The Foundation has the sole power to vote or to direct the vote and sole power to dispose or direct the disposition of 55,078,821 shares of Common Stock, which includes 24,545,455 shares of Common Stock issuable upon exercise of the November Warrants.

ii. The Foundation does not share the power to vote or to direct the vote or the power to dispose of any shares of Common Stock beneficially owned by the Issuer with any person.

(c) Other than the acquisition of shares covered by this Statement, the Foundation has not purchased or sold any securities of the Issuer during the past 60 days.

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
N/A	N/A	N/A

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

Item 7. Material to Be Filed as Exhibits

Exhibit No. Description

99.1(1) Form of Securities Purchase Agreement, dated as of November 9, 2014, by and among the Issuer and the Purchasers named therein.

99.2(1) Form of Warrant, dated as of November 9, 2014

(1) Filed as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on November 10, 2014 and incorporated herein by reference.





Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

The Pyramid Peak Foundation

April 06, 2015

By: /s/ Andrew R. McCarroll  
Secretary

April 06, 2015

By: /s/ O. Mason Hawkins  
O. Mason Hawkins

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes: JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of April 6, 2015.

THE PYRAMID PEAK FOUNDATION

By: /s/ Andrew R. McCarroll  
Name: Andrew R. McCarroll  
Title: Secretary

/s/ O. Mason Hawkins  
O. MASON HAWKINS

SCHEDULE A

Directors and Executive Officers of the Foundation

The business address of each director and executive officer of the Foundation is 6410 Poplar Avenue, Suite 710, Memphis, Tennessee 38119.

James R. Boyd

Title: Executive Director and Member of Board of Directors of Foundation.  
Principal Occupation or Employment: Executive Director of Foundation

Lee Harper

Title: Member of Board of Directors of Foundation.

Principal Occupation or Employment: Head of Client Portfolio Management of Southeastern Asset Management, Inc.

O. Mason Hawkins

Title: Sole Member, Member of Board of Directors of Foundation.

Principal Occupation or Employment: Chairman and Chief Executive Officer of Southeastern Asset Management, Inc.

Andrew R. McCarroll

Title: Secretary, Member of Board of Directors of Foundation.

Principal Occupation or Employment: General Counsel of Southeastern Asset Management, Inc.

Melissa R. Russell

Title: Chief Financial Officer and Treasurer of Foundation.

Principal Occupation or Employment: Chief Financial Officer and Treasurer of Foundation

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)