

GTX INC /DE/
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

(Amendment No. 8)

Under the Securities Exchange Act of 1934

GTX, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

40052B108
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in 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 (the “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).

NAME OF REPORTING PERSONS

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

1

Larry N. Feinberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

2

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF

5

SHARES

0

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

EACH

497,769

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

0

WITH:

SHARED DISPOSITIVE POWER

8

497,769

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

497,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

NAME OF REPORTING PERSONS

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

1

Oracle Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

EACH 0
SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0

WITH: SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

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

1

Oracle Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0

BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

EACH 0
SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0

WITH: SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

NAME OF REPORTING PERSONS

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

1

Oracle Investment Management, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

SHARES

0

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

EACH

497,769

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

0

WITH:

SHARED DISPOSITIVE POWER

8

497,769

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

497,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.8%

TYPE OF REPORTING PERSON (See Instructions)

12

CO

NAME OF REPORTING PERSONS

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

1

Oracle Ten Fund Master, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) "

2

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

SHARES

0

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

EACH

0

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

0

SHARED DISPOSITIVE POWER

WITH:

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

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

1
Oracle Institutional Partners, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

	SOLE VOTING POWER
NUMBER OF	5
SHARES	0
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	6
EACH	0
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH:	0
	SHARED DISPOSITIVE POWER
	8
	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%
TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

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

1
Oracle Investment Management, Inc. Employees' Retirement Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Connecticut

	SOLE VOTING POWER
NUMBER OF	5
SHARES	0
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	6
EACH	0
REPORTING	7
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
	8
	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

EP

NAME OF REPORTING PERSONS

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

1
The Feinberg Family Foundation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) "
2
(b) "

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Connecticut

	SOLE VOTING POWER
NUMBER OF	5
SHARES	0
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	6
EACH	0
REPORTING	SOLE DISPOSITIVE POWER
PERSON	7
WITH:	0
	SHARED DISPOSITIVE POWER
	8
	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%
TYPE OF REPORTING PERSON (See Instructions)

12

OO

This Amendment No. 8 to Schedule 13G (this "Amendment No. 8") is being filed with respect to the Common Stock, par value \$0.001 ("Common Stock") of GTx, Inc., a Delaware corporation (the "Company"), to amend the Schedule 13G filed on February 9, 2005, as previously amended by Amendment No. 1, filed on February 7, 2006, by Amendment No. 2, filed on February 15, 2008, by Amendment No. 3, filed on May 20, 2009, by Amendment No. 4, filed on February 2, 2010, Amendment No. 5 filed on February 8, 2011, by Amendment No. 6 filed on February 7, 2012 and by Amendment No. 7 filed on February 12, 2013 (as so amended, the "Schedule 13G"), in accordance with the annual amendment requirements. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

Item 2(a): Name of Filing Person:

Item 2(a) of the Schedule 13G is hereby amended and restated as follows:

This statement is filed by:

(i) Mr. Larry N. Feinberg ("Mr. Feinberg"), who serves as the managing member of Oracle Associates (as defined herein). Mr. Feinberg may be deemed to indirectly beneficially own shares of Common Stock, by virtue of the foregoing relationship, directly or indirectly beneficially owned by Oracle Associates. Mr. Feinberg is the sole shareholder, director and president of the Manager (as defined herein), which serves as investment manager to Ten Fund (as defined herein), and accordingly, may be deemed to be the beneficial owner of the shares beneficially owned by Ten Fund;

(ii) Oracle Partners, L.P., a Delaware limited partnership ("Partners"), with respect to shares of Common Stock directly owned by it;

(iii) Oracle Associates, LLC, a Delaware limited liability company ("Associates"), which serves as the general partner of Partners and Institutional Partners, and may be deemed to indirectly beneficially own shares of Common Stock, by virtue of the foregoing relationship, directly or indirectly beneficially owned by Partners and Institutional Partners;

(iv) Oracle Investment Management, Inc., a Delaware corporation (the "Manager"), which serves as investment manager to Ten Fund, and accordingly, may be deemed to be the beneficial owner of shares of Common Stock beneficially owned by Ten Fund.

(v) Oracle Institutional Partners, L.P., a Delaware limited partnership ("Institutional Partners") with respect to shares of Common Stock directly owned by it;

- (vi) Oracle Ten Fund Master, L.P., a limited partnership organized under the Cayman Islands (“Ten Fund”), with respect to shares of Common Stock directly owned by it;

- (vii) Oracle Investment Management, Inc. Employees’ Retirement Plan, an employee benefit plan organized in Connecticut (the “Retirement Plan”), with respect to shares of Common Stock directly owned by it; and

(viii) The Feinberg Family Foundation, a foundation organized in Connecticut (the "Foundation"), with respect to shares of Common Stock directly owned by it.

Item 4: Ownership:

Item 4 of the Schedule 13G is hereby amended and restated as follows:

The percentages used herein and in the rest of this Amendment No. 6 are calculated based upon a total of 63,185,389 shares of Common Stock, which number is based on the shares of Common Stock issued and outstanding as of November 7, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 12, 2013.

The beneficial ownership of the Reporting Persons is set forth below. This filing and any future amendments hereto shall not be considered an admission that any Reporting Person is a beneficial owner of shares beneficially owned by any other Reporting Person named herein.

A. Larry Feinberg

- (a) Amount beneficially owned: 497,769
- (b) Percent of class: 0.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 497,769
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 497,769

B.

Oracle Associates, LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0

- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

C. Oracle Investment Management, Inc.

- (a) Amount beneficially owned: 497,769
- (b) Percent of class: 0.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 497,769
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 497,769

D. Oracle Partners, L.P.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

E. Oracle Ten Fund Master, L.P.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

E. Oracle Institutional Partners, L.P.

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

F. Oracle Investment Management, Inc. Employees' Retirement Plan

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

G. The Feinberg Family Foundation

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following S.

Item 10: Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Dated: February 13, 2014

/s/ Larry N. Feinberg
Larry N. Feinberg,
Individually

ORACLE
ASSOCIATES, LLC

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

ORACLE
INVESTMENT
MANAGEMENT, INC

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
President

ORACLE PARTNERS,
L.P.

By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry Feinberg,
Managing Member

ORACLE
INSTITUTIONAL
PARTNERS, L.P.

By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry Feinberg,
Managing Member

ORACLE TEN FUND
MASTER, L.P.

By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry Feinberg,
Managing Member

ORACLE
INVESTMENT
MANAGEMENT, INC.
EMPLOYEES'
RETIREMENT PLAN

By: /s/ Aileen Wiate
Aileen Wiate, Trustee

THE FEINBERG
FAMILY
FOUNDATION

By: /s/ Larry N. Feinberg
Larry Feinberg, Trustee