

HYDE JOSEPH R III
Form 4
October 02, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HYDE JOSEPH R III

(Last) (First) (Middle)

175 TOYOTA PLAZA, 7TH FLOOR

(Street)

MEMPHIS, TN 38103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GTX INC /DE/ [GTXI]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/29/2017		A	V Amount (A) or (D) Price	1,130,582 A \$ 3,981,561.97 (2)	D	
Common Stock					21,646	I	By Spouse
Common Stock					500,000	I	By 2017-1 GRAT
Common Stock					500,000	I	By 2017-2 GRAT
Common Stock					500,000	I	By 2017-3 GRAT

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Common Stock	250,000	I	By 2017-4 GRAT
Common Stock	250,000	I	By 2017-5 GRAT
Common Stock	250,000	I	By 2017-6 GRAT
Common Stock	50,889	I	By Trust
Common Stock	50,889	I	By Trust
Common Stock	50,889	I	By Trust
Common Stock	20,378	I	By Trust
Common Stock	11,435	I	By Trust
Common Stock	14,535	I	By Pittco Associates III, L.P. ⁽³⁾
Common Stock	391,571	I	By Pittco Investments, L.P. ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrants (right to	\$ 9.02	09/29/2017		A	678,349	09/29/2017	09/29/2022	Common Stock	678,349

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYDE JOSEPH R III 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	X	X		

Signatures

/s/ Henry P. Doggrell, by Power of Attorney

10/02/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are included within 1,130,582 immediately separable Units purchased by the reporting person for \$8.845 per Unit. Each Unit consists of one share of Common Stock and one warrant to purchase 0.60 of a share of Common Stock.
Includes annuity distributions 20,043 shares from the 2014-4 Grantor Retained Annuity Trust, 1,336 shares from the 2014-5 Grantor Retained Annuity Trust and 1,336 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2017 and represents a change in form of beneficial ownership.
 - (2) Retained Annuity Trust and 1,336 shares from the 2014-6 Grantor Retained Annuity Trust to the reporting person on August 19, 2017 and represents a change in form of beneficial ownership.
 - (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in his report shall not be deemed an admission of beneficial ownership of the reported shares for the purpose of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.