

SCHULER JACK W  
Form SC 13D/A  
March 16, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**GTx, INC.**  
(Name of Issuer)

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

**40052B108**  
(CUSIP Number)

**November 29, 2010**  
(Date of Event Which Requires Filing of This Statement)

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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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

\* 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 purposes 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).

CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

Jack W. Schuler

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

PF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

United States

Number of 7 Sole voting power  
shares

beneficially  
owned by

each  
reporting 6,087,521

person 8 Shared voting power

with:

3,214,362  
9 Sole dispositive power

6,087,521  
10 Shared dispositive power

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3,214,362

11 Aggregate amount beneficially owned by each reporting person

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

18.3%

14 Type of reporting person

IN

CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

**Renate Schuler**

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

**PF**

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

**United States**

Number of 7 Sole voting power  
shares

beneficially  
owned by

each

reporting

person

21,500

8 Shared voting power

with:

3,214,362

9 Sole dispositive power

21,500

10 Shared dispositive power

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3,214,362

11 Aggregate amount beneficially owned by each reporting person

3,235,862

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.4%

14 Type of reporting person

IN

CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

Schuler Family Foundation

EIN 36-4154510

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

PF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Illinois

Number of 7 Sole voting power  
shares

beneficially

owned by

each

reporting

person

3,214,362

8 Shared voting power

with:

not applicable

9 Sole dispositive power

3,214,362

10 Shared dispositive power

not applicable

11 Aggregate amount beneficially owned by each reporting person

3,214,362

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.3%

14 Type of reporting person

IN



CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

Tanya Eva Schuler Trust

EIN 36-7205458

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

PF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Illinois

Number of 7 Sole voting power  
shares

beneficially

owned by

each

reporting

person

435,869

8 Shared voting power

with:

not applicable

9 Sole dispositive power

435,869

10 Shared dispositive power

not applicable

11 Aggregate amount beneficially owned by each reporting person

435,869

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

0.9%

14 Type of reporting person

OO

CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

Therese Heidi Schuler Trust

EIN 36-7205459

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

PF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Illinois

Number of 7 Sole voting power  
shares  
beneficially  
owned by  
each  
reporting 452,522  
person 8 Shared voting power

with:

not applicable  
9 Sole dispositive power

452,522  
10 Shared dispositive power

not applicable

11 Aggregate amount beneficially owned by each reporting person

452,522

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

0.9%

14 Type of reporting person

OO

CUSIP No. 40052B108

1 Name of reporting person

I.R.S. identification number (entity only)

Tino Hans Schuler Trust

EIN 36-7205456

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Source of funds

PF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Illinois

Number of 7 Sole voting power  
shares  
beneficially  
owned by  
each  
reporting 443,422  
person 8 Shared voting power

with:

not applicable  
9 Sole dispositive power

443,422  
10 Shared dispositive power

not applicable

11 Aggregate amount beneficially owned by each reporting person

443,422

12 Check if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

0.9%

14 Type of reporting person

OO

This Amendment No. 1 to Schedule D is filed in respect of the common stock, par value \$0.001 per share ( common stock ), of GTx, Inc., a Delaware corporation ( GTXI ), to amend the Schedule D filed on March 16, 2011 (the Schedule 13D ) by reason of (i) the sale by Jack W. Schuler of 1,700,000 shares of GTXI common stock on the open market on November 29, 2010 and (ii) the purchase by the Schuler Family Foundation of 1,700,000 shares of GTXI common stock on the open market on November 29, 2010.

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

Item 5 of Schedule 13D is hereby amended by deleting the text of Item 5 in its entirety and replacing it with the following:

This statement is filed for 10,655,196 shares of GTXI common stock consisting of (i) 6,087,521 shares owned by Jack W. Schuler directly and through an individual retirement account for his benefit, (ii) 21,500 shares owned by Renate Schuler, Mr. Schuler's wife, (iii) 3,214,362 shares owned by the Schuler Family Foundation, (iv) 435,869 shares owned by the Tanya Eva Schuler Trust, (v) 452,522 shares owned by the Therese Heidi Schuler Trust and (vi) 443,422 shares owned by the Tino Hans Schuler Trust (the three trusts, the Trusts ).

The Schuler Family Foundation is a tax-exempt private operating foundation of which Mr. Schuler and Mrs. Schuler are two of the three directors.

The Trusts are irrevocable trusts that Mr. Schuler established for the benefit of his and Mrs. Schuler's three children, all of whom are adults and none of whom reside with Mr. and Mrs. Schuler. Neither Mr. Schuler nor Mrs. Schuler is a trustee of any of the Trusts.

Mr. Schuler disclaims any beneficial interest in (i) the shares owned by his wife, Renate Schuler, (ii) the shares owned by the Schuler Family Foundation and (iii) the shares owned by any of the Trusts.

Mrs. Schuler disclaims any beneficial interest in (i) the shares owned by the Schuler Family Foundation and (ii) the shares owned by any of the Trusts.

**(a) Aggregate amount beneficially owned**

The persons filing this statement beneficially own in the aggregate 10,655,196 shares of GTXI common stock, representing 21.0% of the shares of GTXI common stock outstanding (determined on the basis of 50,719,187 shares outstanding as of November 4, 2010, as disclosed by the quarterly report on Form 10-Q that GTXI filed for the quarter ending September 30, 2010).

**(b) Individual amounts beneficially owned**

for Jack W. Schuler:

|       |  |            |
|-------|--|------------|
| (i)   | Sole power to vote or to direct the vote:                | 6,087,521  |
| (ii)  | Shared power to vote or direct the vote:                 | 3,214,362* |
| (iii) | Sole power to dispose or to direct the disposition of:   | 6,087,521  |
| (iv)  | Shared power to dispose of to direct the disposition of: | 3,214,362* |

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\* Mr. Schuler shares the voting and dispositive power in respect of the 3,214,362 shares owned by the Schuler Family Foundation, of which Mr. Schuler is one of three directors. The other two directors are Mr. Schuler's wife, Renate Schuler, and their daughter, Tanya Schuler. for Renate Schuler:

|       |  |            |
|-------|--|------------|
| (i)   | Sole power to vote or to direct the vote:                | 21,500     |
| (ii)  | Shared power to vote or direct the vote:                 | 3,214,362* |
| (iii) | Sole power to dispose or to direct the disposition of:   | 21,500     |
| (iv)  | Shared power to dispose of to direct the disposition of: | 3,214,362* |

\* Mrs. Schuler shares the voting and dispositive power in respect of the 3,214,362 shares owned by the Schuler Family Foundation, of which Mrs. Schuler is one of three directors. The other two directors are Mrs. Schuler's husband, Jack W. Schuler, and their daughter, Tanya Schuler. for the Schuler Family Foundation:

|       |  |                |
|-------|--|----------------|
| (i)   | Sole power to vote or to direct the vote:                | 3,214,362      |
| (ii)  | Shared power to vote or direct the vote:                 | not applicable |
| (iii) | Sole power to dispose or to direct the disposition of:   | 3,214,362      |
| (iv)  | Shared power to dispose of to direct the disposition of: | not applicable |

for the Tanya Eva Schuler Trust:

|       |  |                |
|-------|--|----------------|
| (i)   | Sole power to vote or to direct the vote:                | 435,869        |
| (ii)  | Shared power to vote or direct the vote:                 | not applicable |
| (iii) | Sole power to dispose or to direct the disposition of:   | 435,869        |
| (iv)  | Shared power to dispose of to direct the disposition of: | not applicable |

for the Therese Heidi Schuler Trust:

|       |  |                |
|-------|--|----------------|
| (i)   | Sole power to vote or to direct the vote:                | 452,522        |
| (ii)  | Shared power to vote or direct the vote:                 | not applicable |
| (iii) | Sole power to dispose or to direct the disposition of:   | 452,522        |
| (iv)  | Shared power to dispose of to direct the disposition of: | not applicable |

for the Tino Hans Schuler Trust:

|       |  |                |
|-------|--|----------------|
| (i)   | Sole power to vote or to direct the vote:                | 443,422        |
| (ii)  | Shared power to vote or direct the vote:                 | not applicable |
| (iii) | Sole power to dispose or to direct the disposition of:   | 443,422        |
| (iv)  | Shared power to dispose of to direct the disposition of: | not applicable |



**(c) Recent transactions**

From (and including) November 29, 2010 through the date of filing this statement, there have been the following transactions on the open market in GTXI equity securities by the persons filing this statement:

| <b>Name</b>                 | <b>Date</b> | <b>Purchase (P)<br/>or Sale (S)</b> | <b>Number of<br/>Shares</b> | <b>Price Per Share</b> |
|-----------------------------|-------------|-------------------------------------|-----------------------------|------------------------|
| Jack W. Schuler             | 11/29/10    | S                                   | 1,700,000                   | 2.7550                 |
| Renate Schuler              | 12/14/10    | S                                   | 21,500                      | 2.5800                 |
| Schuler Family Foundation   | 11/29/10    | P                                   | 1,700,000                   | 2.7550                 |
| Tanya Eva Schuler Trust     | 12/14/10    | P                                   | 15,000                      | 2.4824                 |
|                             | 12/17/10    | P                                   | 5,000                       | 2.6003                 |
|                             | 12/20/10    | P                                   | 2,233                       | 2.5945                 |
|                             | 12/21/10    | P                                   | 3,000                       | 2.5984                 |
|                             | 12/22/10    | P                                   | 2,118                       | 2.5888                 |
|                             | 12/27/10    | P                                   | 4,500                       | 2.6986                 |
|                             | 12/29/10    | P                                   | 2,400                       | 2.7000                 |
|                             | 12/30/10    | P                                   | 4,100                       | 2.6620                 |
| Therese Heidi Schuler Trust | 12/14/10    | P                                   | 15,000                      | 2.4824                 |
|                             | 12/17/10    | P                                   | 5,000                       | 2.6003                 |
|                             | 12/20/10    | P                                   | 2,233                       | 2.5945                 |
|                             | 12/21/10    | P                                   | 3,000                       | 2.5984                 |
|                             | 12/22/10    | P                                   | 2,118                       | 2.5888                 |
|                             | 12/27/10    | P                                   | 4,500                       | 2.6986                 |
|                             | 12/29/10    | P                                   | 2,400                       | 2.7000                 |
|                             | 12/30/10    | P                                   | 4,100                       | 2.6620                 |
| Tino Hans Schuler Trust     | 12/14/10    | P                                   | 15,000                      | 2.4824                 |
|                             | 12/17/10    | P                                   | 5,000                       | 2.6003                 |
|                             | 12/20/10    | P                                   | 2,233                       | 2.5945                 |
|                             | 12/21/10    | P                                   | 3,000                       | 2.5984                 |
|                             | 12/22/10    | P                                   | 2,118                       | 2.5888                 |
|                             | 12/27/10    | P                                   | 4,500                       | 2.6986                 |
|                             | 12/29/10    | P                                   | 2,400                       | 2.7000                 |
|                             | 12/30/10    | P                                   | 4,100                       | 2.6620                 |

**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: March 16, 2011.

*/s/ JACK W. SCHULER*  
Jack W. Schuler

*/s/ RENATE SCHULER*  
Renate Schuler

Schuler Family Foundation

*/s/ JACK W. SCHULER*  
Jack W. Schuler, Director

Tanya Eva Schuler Trust

*/s/ H. GEORGE SCHULER*  
H. George Schuler, Trustee

Therese Heidi Schuler Trust

*/s/ H. GEORGE SCHULER*  
H. George Schuler, Trustee

Tino Hans Schuler Trust

*/s/ H. GEORGE SCHULER*  
H. George Schuler, Trustee