

GTX INC /DE/  
Form 8-K  
July 28, 2005

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **July 28, 2005**

**GTx, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**005-79588**

(Commission  
File Number)

**62-1715807**

(I.R.S. Employer  
Identification No.)

**3 N. Dunlap Street  
3<sup>rd</sup> Floor, Van Vleet Building  
Memphis, Tennessee 38163  
(901) 523-9700**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

(Former name or former address, if changed since last report)

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ITEM 2.02 Results of Operations and Financial Condition.

ITEM 9.01 Financial Statements and Exhibits.

SIGNATURE

EX-99.1 PRESS RELEASE DATED JULY 28, 2005

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ITEM 2.02 Results of Operations and Financial Condition.

On July 28, 2005, GTx, Inc. issued an earnings release for the second quarter ended June 30, 2005, a copy of which is furnished as Exhibit 99.1 to this Current Report.

This release is furnished by GTx pursuant to Item 2.02 of Form 8-K and is not to be considered filed under the Exchange Act, and shall not be incorporated by reference into any previous or future filing by the Registrant under the Securities Act or the Exchange Act.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number	Description
99.1	Press Release issued by GTx, Inc. dated July 28, 2005

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GTX, Inc.

Date: July 28, 2005

By: /s/ Mark E. Mosteller

Name: Mark E. Mosteller, CPA

Title: Vice President and Chief Financial  
Officer

(principal accounting and financial  
officer)