

GTX INC /DE/  
Form 8-K  
August 12, 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 27, 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**

**Van Vleet Building**

**Memphis, Tennessee 38163**

**(901) 523-9700**

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

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EX-10.1 COMPENSATION INFORMATION

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**Item 1.01. Entry into a Material Definitive Agreement.**

On July 27, 2005, after consideration of presentations and recommendations of management and such other matters and information as deemed appropriate, the Compensation Committee of the Board of Directors of GTx, Inc. (the

Company ) approved an increase in the base salary levels of the Company's named executive officers (defined as GTx's Chief Executive Officer and three most highly compensated executive officers other than the Chief Executive Officer who were serving as executive officers on December 31, 2004). The new base salary levels were effective July 1, 2005. The new base salary information for all named executive officers is set forth on Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

10.1\* Compensation Information for Named Executive Officers

\* Management contract or compensatory plan.

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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: August 12, 2005

By: /s/ Mark E. Mosteller

Name: Mark E. Mosteller

Title: Vice President/Chief Financial  
Officer

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Exhibit No.	Description
10.1	Compensation Information for Named Executive Officers