

GTX INC /DE/  
Form SC 13G/A  
February 13, 2008

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

**Schedule 13G/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*  
GTx, Inc.**

(Name of Issuer)  
Common Stock, \$ 0.001 par value

(Title of Class of Securities)  
**40052B108**

(CUSIP Number)  
**December 31, 2007**

(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 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 the disclosures provided in a prior cover page.

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 ( 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).

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NAME OF REPORTING PERSON

**1**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Marc S. Hanover

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a)

(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

United States of America

SOLE VOTING POWER

**5**

NUMBER OF 229,152

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY 1,336,759

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 229,152

SHARED DISPOSITIVE POWER

WITH **8**

1,336,759

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

1,565,911

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (a)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.3%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1(a). Name of Issuer: GTx, Inc.  
 Item 1(b). Address of Issuer's Principal Executive Offices: 3 N. Dunlap Street  
 Van Vleet Building  
 Memphis, TN 38163  
 Item 2(a). Name of Person Filing: Marc S. Hanover  
 Item 2(b). Address of Principal Business Office or, if none, Residence: 3 N. Dunlap Street  
 Memphis, TN 38163  
 Item 2(c). Organization/Citizenship: United States of America  
 Item 2(d). Title of Class Of Securities: Common Stock, \$0.001 par value  
 Item 2(e). CUSIP Number: **40052B108**  
 Item 3. Inapplicable.  
 Item 4. Ownership.

Person	Total Shares of Common Stock Beneficially Owned	Percent of Class(1)	Sole Voting Power	Shared Voting Power	Sole Power to Dispose	Shared Power to Dispose
Marc S. Hanover	1,565,911	4.3%	229,152	1,336,759	229,152	1,336,759

(1) Based on **36,216,263** shares of Common Stock outstanding as of December 31, 2007.

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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 x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable

Item 8. Identification and Classification of Members of the Group.

Inapplicable

Item 9. Notice of Dissolution of Group.

Inapplicable

Item 10. 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.

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**SIGNATURE**

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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.

2/13/2008

Date

/s/ Marc S. Hanover

(Signature)

Marc S. Hanover  
President and Chief Operating Officer of  
GTx, Inc.