

GTX INC /DE/
Form 3
December 30, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Shackelford Jason T		(Month/Day/Year)	GTX INC /DE/ [GTXI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/20/2013		
175 TOYOTA PLAZA,Â 7TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Principal Accounting Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
MEMPHIS,Â TNÂ 38103				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	50,000 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Nonstatutory Stock Option (Right to Buy)	Â (2)	07/23/2017	Common Stock 15,000 \$ 15.59	D Â
Nonstatutory Stock Option (Right to Buy)	Â (2)	12/31/2017	Common Stock 10,000 \$ 14.35	D Â
Nonstatutory Stock Option (Right to Buy)	Â (3)	12/31/2018	Common Stock 15,000 \$ 16.84	D Â
Nonstatutory Stock Option (Right to Buy)	Â (4)	12/31/2019	Common Stock 25,000 \$ 4.2	D Â
Nonstatutory Stock Option (Right to Buy)	Â (5)	12/31/2020	Common Stock 21,000 \$ 2.65	D Â
Nonstatutory Stock Option (Right to Buy)	Â (6)	12/31/2021	Common Stock 25,000 \$ 3.36	D Â
Nonstatutory Stock Option (Right to Buy)	Â (7)	12/31/2022	Common Stock 32,000 \$ 4.2	D Â
Nonstatutory Stock Option (Right to Buy)	Â (8)	09/30/2023	Common Stock 50,000 \$ 1.88	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shackelford Jason T 175 TOYOTA PLAZA 7TH FLOOR MEMPHIS, TN 38103	Â	Â	Â Principal Accounting Officer	Â

Signatures

/s/ Henry P. Doggrell, by Power of Attorney 12/30/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of GTx common stock upon
- (1) the vesting of the unit. The restricted stock units will vest in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) a change in control of GTx.
 - (2) This option is fully vested and exercisable.
 - (3) One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2010, January 1, 2011, January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable on January 1, 2014, subject to continuous service.
 - (4)

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One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2011, January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014 and January 1, 2015, subject to continuous service; provided, however, that if the reporting person's service continues through the earlier to occur of (i) the end of business on May 31, 2014, and (ii) an involuntary termination of employment by GTx (excluding a termination for cause or a voluntary resignation) (the "Determination Date"), then, as of the Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.

- (5) One-fifth of the shares subject to the option became vested and exercisable on each of January 1, 2012 and January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014, January 1, 2015 and January 1, 2016, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.

- (6) One-fifth of the shares subject to the option became vested and exercisable on January 1, 2013, with the remaining shares subject to the option becoming vested and exercisable as to one-fifth of the shares subject to the option on each of January 1, 2014, January 1, 2015, January 1, 2016 and January 1, 2017, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.

- (7) One-fifth of the shares subject to the option become vested and exercisable on each of January 1, 2014, January 1, 2015, January 1, 2016, January 1, 2017 and January 1, 2018, subject to continuous service; provided, however, that if the reporting person's service continues through the applicable Determination Date, then, as of such Determination Date, an additional number of shares subject to such option will immediately vest as if the reporting person's service had continued through January 1, 2015.

- (8) The option vests and is exercisable in full on the earlier to occur of (i) June 1, 2014, (ii) an involuntary termination of the reporting person's continuous service other than for cause and (iii) specified change in control transactions involving GTx.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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