

GTX INC /DE/
Form 8-K
February 16, 2006

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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: February 16, 2006

(Date of earliest event reported)

GTx, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

000-50549

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

(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 2.02 Results of Operations and Financial Condition

ITEM 9.01 Financial Statements and Exhibits

SIGNATURE

Press Release

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ITEM 2.02 Results of Operations and Financial Condition.

On February 16, 2006, GTx, Inc. issued an earnings release for the fourth quarter and year ended December 31, 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

Number	Description
99.1	Press Release issued by GTx, Inc. dated February 16, 2006

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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: February 16, 2006

By: /s/ Mark E. Mosteller

Name: Mark E. Mosteller

Title: Vice President and Chief Financial
Officer (principal accounting and
financial officer)