

GTX INC /DE/  
Form SC 13D/A  
December 15, 2008

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

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**GTX, Inc.**

(Name of Issuer)

**Common Stock, Par Value \$0.001**

(Title of Class of Securities)

**40052B108**

(CUSIP Number)

**John Hofmann Pontius**

**17 West Pontotoc Ave., Suite 200**

**Memphis, TN 38103**

**(901) 685-3412**

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

Copy to:

**Bass, Berry & Sims PLC**

**100 Peabody Place, Suite 900**

**(901) 543-5900**

**December 1, 2008**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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CUSIP No. 40052B108

13D

Page 1 of 5 Pages

NAMES OF REPORTING PERSONS

1

John Hofmann Pontius

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 77,262

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,028,902

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 77,262

WITH SHARED DISPOSITIVE POWER

10

2,028,902

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,106,164

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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**Item 1. Security and Issuer.**

This statement relates to the common stock, \$0.001 par value per share ( Common Stock ), issued by GTx, Inc. (the Company or the Issuer ) whose principal executive offices are located at 3 N. Dunlap, Van Vleet Building, Memphis, Tennessee 38163.

**Item 2. Identity and Background.**

- (a) The name of the person filing this statement is John Hofmann Pontius ( Mr. Pontius ), with respect to shares of Common Stock of GTx, Inc.
- (b) The business address of Mr. Pontius is 17 West Pontotoc Ave., Suite 200, Memphis, TN 38103.
- (c) The principal occupation of Mr. Pontius is investment and business management. He serves as President of Pittco Management LLC, located at 17 West Pontotoc Ave., Suite 200, Memphis, TN 38103.
- (d) During the last five years, Mr. Pontius has not been convicted in a criminal proceeding.
- (e) During the last five years, Mr. Pontius has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Pontius is a United States citizen.

**Item 3. Source and Amount of Funds or Other Consideration.**

On December 1, 2008, J.R. Hyde, III ( Mr. Hyde ), a director of the Company, received 518,442 shares of Common Stock as a distribution from one of his grantor retained annuity trusts ( 2006-2 GRAT ) for which Mr. Pontius is the trustee. These shares were previously beneficially owned by Mr. Pontius, as trustee, and now are owned directly by Mr. Hyde. The shares, which were previously contributed to the 2006-2 GRAT on November 20, 2006, were obtained by Mr. Hyde with personal funds prior to the Company s IPO on February 2, 2004 (the IPO ).

**Item 4. Purpose of Transaction.**

Mr. Pontius and each of the parties described acquired the shares of Common Stock for investment purposes, and Mr. Pontius and each party intend to evaluate the performance of such securities as an investment in the ordinary course of business. Neither Mr. Pontius nor any of the parties described has any plans or proposals which relate or could result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
  - (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
  - (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
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- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities or the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

**Item 5. Interest in Securities of the Issuer.**

- (a) The approximate percentage of shares of Common Stock beneficially owned by Mr. Pontius is based on 36,386,217 shares of Common Stock, which includes 36,366,216 shares outstanding as of November 3, 2008 (as reported on the Company's 10-Q for the quarter ended September 30, 2008) and 20,001 shares which are not currently issued but are subject to options held by Mr. Pontius and exercisable within 60 days. As of December 12, 2008, Mr. Pontius beneficially owned, for purposes of Rule 13d-3 under the Securities and Exchange Act of 1934, an aggregate of 2,106,164 of the Common Stock, constituting approximately 5.8% of the shares outstanding. The total does not include 46,261 shares held by Mr. Pontius's spouse, Patricia Pontius ( Mrs. Pontius ), as to which Mr. Pontius disclaims beneficial interest pursuant to Rule 13d-4, or 8,193 shares issuable pursuant to the Company's Deferred Compensation Plan.
  - (b) Shares beneficially owned.
    - (i) Mr. Pontius has the sole power to vote or direct the vote and sole power to dispose or direct the disposition of 77,262 shares, which are owned individually, by a trust for which Mr. Pontius is trustee or are within Mr. Pontius's power to acquire within 60 days.
    - (ii) Mr. Pontius shares the power to vote or direct the vote and the power to dispose of 2,028,902 shares held indirectly (1) by trusts for the benefit of Mr. Pontius's family members ( Family Trusts ) for which Mr. Pontius or Mrs. Pontius is trustee; (2) by trusts for the benefit of Mr. Hyde's children ( Hyde Family Trusts ) for which Mr. Pontius is trustee; and (3) by a number of GRATs on behalf of Mr. Hyde ( Hyde GRATs ), for which Mr. Pontius is trustee.
    - (iii) As trustee of certain of the Family Trusts, Mrs. Pontius shares the power to vote and dispose of shares beneficially owned by Mr. Pontius. Mrs. Pontius is a tax associate with PriceWaterhouseCoopers. Mrs. Pontius's business address is 50 N. Front Street, Suite 1000, Memphis, Tennessee 38103. Mrs. Pontius is a citizen of the United States.
    - (iv) During the last five years, Mrs. Pontius has not been convicted in a criminal proceeding, nor has she been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations
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of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (v) Mr. Hyde shares the power to vote or direct the vote and the power to dispose of shares beneficially owned by Mr. Pontius and held in the Hyde Family Trusts and the Hyde GRATs. Mr. Hyde is the Chief Executive Officer of Pittco Management LLC, located at 17 West Pontotoc Ave., Suite 200, Memphis, TN 38103. Mr. Hyde is a citizen of the United States.
- (vi) During the last five years, Mr. Hyde has not been convicted in a criminal proceeding, nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (c) In addition to the transactions set forth in Item 3 above, the trading dates, number of shares of Common Stock purchased or sold, the manner in which the transaction was effected, and price per share for all transactions in the Common Stock during the past 60 days by Mr. Pontius are as follows:
  - (i) None.
- (d) Except for persons described above in paragraph (b) of this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of any shares of Common Stock.
- (e) Not Applicable

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Not Applicable

**Item 7. Material to be filed as Exhibits.**

Not Applicable

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**SIGNATURE**

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.

Dated: December 15, 2008

/s/ John Hofmann Pontius  
John Hofmann Pontius