

GTX INC /DE/
Form SC 13G/A
December 01, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GTX INC /DE/

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

40052B108

(CUSIP Number)

October 14, 2016

(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).

CUSIP No. 40052B108

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Formanek Investment Trust

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH

SHARED VOTING POWER
7,750,213 shares (1)

REPORTING
PERSON WITH: **7**
0 shares

8 SHARED DISPOSITIVE POWER
7,750,213 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,750,213 shares

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.38 (2)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

FOOTNOTES

(1) Includes 4,050,213 shares of GTx, Inc. common stock, par value \$0.001 per share (the "Common Stock"), owned by the Formanek Investment Trust (the "Trust"). Also includes 3,700,000 shares of Common Stock issuable upon the exercise of warrants (the "Warrants"), which the Trust purchased in November 2014 and which are deemed to beneficially owned by the Trust pursuant to Rule 13d-3(d)(1) of the Securities and Exchange Act of 1934, as amended. Peter R. Formanek, Jonathan P. Formanek and Walter Rotchild are trustees of the Trust and share voting and dispositive power with respect to shares of the Common Stock and Warrants owned by the Trust.

(2) Based on 140,374,112 shares of Common Stock outstanding as of November 3, 2015, as reported in the GTx, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 9, 2015, and assumes the exercise of the Warrants.

CUSIP No. 40052B108

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Peter R. Formanek

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER

89,646 shares (1)

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

SHARED VOTING POWER

7,806,859 shares (2)

7 SOLE DISPOSITIVE POWER

89,646 shares (1)

8 SHARED DISPOSITIVE POWER

7,806,859 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,896,505 shares

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.48 (3)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

FOOTNOTES

(1) Includes 89,646 shares of Common Stock owned by various trusts of which Peter R. Formanek is the sole trustee.

(2) Includes 4,050,213 shares of Common Stock held by the Trust and 3,700,000 shares of Common Stock issuable upon the exercise of the Warrants owned by the Trust. Peter R. Formanek is a co-trustee of the Trust and shares voting and dispositive power with respect to the Common Stock and Warrants owned by the Trust. Also includes 56,646 shares of Common Stock owned by various trusts or accounts of which Peter R. Formanek is a co-trustee or over which he shares investment authority.

(3) Based on 140,374,112 shares of Common Stock outstanding as of November 3, 2015, as reported in the GTx, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 9, 2015, and assumes the exercise of the Warrants.

CUSIP No. 40052B108

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Jonathan P. Formanek

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

7 SHARED VOTING POWER
7,750,213 shares (1)
7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
7,750,213 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,750,213 shares

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.38 (2)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

FOOTNOTES

(1) Includes 4,050,213 shares of Common Stock held by the Trust and 3,700,000 shares of Common Stock issuable upon the exercise of the Warrants owned by the Trust. Jonathan P. Formanek is a co-trustee of the Trust and shares voting and dispositive power with respect to the Common Stock and Warrants owned by the Trust.

(2) Based on 140,374,112 shares of Common Stock outstanding as of November 3, 2015, as reported in the GTx, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 9, 2015, and assumes the exercise of the Warrants.

CUSIP No. 40052B108

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Walter Rotchild

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

5 SOLE VOTING POWER

0 shares

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

SHARED VOTING POWER

7,750,213 shares (1)

7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

7,750,213 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,750,213 shares

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.38 (2)%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

FOOTNOTES

(1) Includes 4,050,213 shares of Common Stock held by the Trust and 3,700,000 shares of Common Stock issuable upon the exercise of the Warrants owned by the Trust. Walter Rotchild is a co-trustee of the Trust and shares voting and dispositive power with respect to the Common Stock and Warrants owned by the Trust.

(2) Based on 140,374,112 shares of Common Stock outstanding as of November 3, 2015, as reported in the GTx, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 9, 2015, and assumes the exercise of the Warrants.

Item 1.

- (a) Name of Issuer
GTx, Inc. (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices
175 Toyota Plaza, 7th Floor
Memphis, Tennessee 38103

Item 2.

- (a) Name of Person Filing
Formanek Investment Trust (the "Trust")
Peter R. Formanek ("Mr. P. Formanek")
Jonathan R. Formanek ("Mr. J. Formanek")
Walter Rotchild ("Mr. Rotchild")
- (b) Address of Principal Business Office or, if none, Residence
The address of the principal business office of the Trust is:

Formanek Investment Trust
6075 Poplar Avenue
Suite 726
Memphis, Tennessee 38119

The address of the principal business office of Mr. P. Formanek is:

Peter R. Formanek
c/o Formanek Investment Trust
6075 Poplar Avenue
Suite 726
Memphis, Tennessee 38119

The address of the principal business office of Mr. J. Formanek is:

Jonathan P. Formanek
c/o Formanek Investment Trust
6075 Poplar Avenue
Suite 726
Memphis, Tennessee 38119

The address of the principal business office of Mr. Rotchild is:

Walter Rotchild
c/o Formanek Investment Trust
6075 Poplar Avenue
Suite 726
Memphis, Tennessee 38119

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(c) Citizenship
The Trust is a trust governed under the laws of the State of Texas.

Messrs. P. Formanek, J. Formanek and Rotchild are citizens of the United States.

(d) Title of Class of Securities
Common Stock, par value \$0.001 (the "Common Stock")

(e) CUSIP Number
40052B108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
 - (k) A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class: Trust: 5.38%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

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 five percent of the class of securities, check the following x .

This statement is being filed to report the fact that as of the date hereof the Trust and each of Mr. J. Formanek and Mr. Rotchild have ceased to be the beneficial owner of more than five percent of the class of securities.

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

Not applicable.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item Certification
10.

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, other than activities solely in connection with a nomination under §240.14a-11.

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.

FORMANEK INVESTMENT TRUST

Date: February 08, 2016

By: /s/ Peter R. Formanek
Name: Peter R. Formanek
Title: Trustee

Date: February 08, 2016

By: /s/ PETER R. FORMANEK
Name: PETER R. FORMANEK

Date: February 08, 2016

By: /s/ JONATHAN P. FORMANEK
Name: JONATHAN P.
FORMANEK

Date: February 08, 2016

By: /s/ WALTER ROTCHILD

Name: WALTER ROTCHILD

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
