

CYTRX CORP  
Form 8-K  
March 08, 2006

**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 (Date of earliest event reported): March 7, 2006**

**CYTRX CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**000-15327**

**(Commission File Number)**

**58-1642740**

**(I.R.S. Employer Identification No.)**

**11726 San Vicente Boulevard, Suite 650**

**Los Angeles, California**

**(Address of Principal Executive Offices)**

**90049**

**(Zip Code)**

**(310) 826-5648**

**(Registrant's Telephone Number, Including Area Code)**

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 3.02 Unregistered Sales of Equity Securities.**

As previously reported, on March 2, 2006, CytRx Corporation ( CytRx ) entered into a Securities Purchase Agreement with approximately 23 individual and institutional investors pursuant to which CytRx agreed, subject to certain customary closing conditions, to sell for an aggregate purchase price of approximately \$13.4 million 10,650,794 shares of its common stock and five-year warrants to purchase 5,325,397 shares of its common stock at an initial exercise price of \$1.54 per share. This Report is being filed in connection with the closing of the sale, which occurred on March 7, 2006. The terms of the \$13.4 million sale were as previously disclosed by CytRx in its Current Report on Form 8-K filed with the Securities and Exchange Commission on March 3, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CYTRX CORPORATION

By: /s/ MATTHEW NATALIZIO  
Matthew Natalizio  
Chief Financial Officer

Dated: March 7, 2006

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