

CYTRX CORP
Form 10-K/A
January 08, 2008

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the fiscal year ended December 31, 2006
OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the transition period from _____ to _____
Commission file number 0-15327
CYTRX CORPORATION
(Exact name of Registrant as specified in its charter)**

Delaware
(State or other jurisdiction
of incorporation or organization)

58-1642740
(I.R.S. Employer Identification No.)

**11726 San Vicente Blvd.
Suite 650
Los Angeles, CA**
(Address of principal executive
offices)

90049
(Zip Code)

(310) 826-5648

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.001 par value per share

Indicate by check mark with the Registrant is a well-known seasoned issuer (as defined in Securities Act Rule 405).
Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes No

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The aggregate market value of the Registrant's common stock held by non-affiliates on June 30, 2006, the last business day of the Registrant's second fiscal quarter for the fiscal year ended December 31, 2006, was approximately \$86.4 million. On March 23, 2007, there were outstanding 76,788,694 shares of the Registrant's common stock, exclusive of treasury shares.

Documents Incorporated by Reference: None.

TABLE OF CONTENTS

EXPLANATORY NOTES

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 31.1

EXHIBIT 31.2

Table of Contents

EXPLANATORY NOTES

CytRx Corporation (CytRx, we, our, us and the Company) is amending our Annual Report on Form 10-K for fiscal year ended December 31, 2006, which we sometimes refer to in this amendment as our original Form 10-K, for the sole purpose of correcting the forms of the certifications made by our Chief Executive Officer and Chief Financial Officer in Exhibits 31.1 and 31.2.

Except for the foregoing Exhibits, this amendment does not modify any disclosures contained in our original Form 10-K. Additionally, the text of this amendment, except for the information in the foregoing Exhibits, speaks as of the filing date of the original Form 10-K and does not attempt to update the disclosures in our original Form 10-K or to discuss any developments subsequent to the date of the original filing. In accordance with the rules and regulations of the Securities and Exchange Commission, the information contained in the original Form 10-K and this amendment is subject to updated or supplemental information contained in reports filed by us with the Securities and Exchange Commission subsequent to the filing dates of the original Form 10-K and this amendment.

Table of Contents

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

See the list of Exhibits in the accompanying Index to Exhibits, which information is incorporated herein by reference.

3

Table of Contents

SIGNATURES

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

CYTRX CORPORATION
(Registrant)

Date: January 8, 2008

By: /s/ MITCHELL K. FOGELMAN
Mitchell K. Fogelman
Chief Financial Officer

4

Table of Contents

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Chief Executive Officer Pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer Pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |