

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.

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**TABLE OF CONTENTS**

EXPLANATORY NOTES

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 31.1

EXHIBIT 31.2

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**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

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**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

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**Table of Contents**

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 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 |