

CYTRX CORP
Form 424B3
June 12, 2007

PROSPECTUS SUPPLEMENT NO. 1
(To Prospectus Dated May 8, 2006)

CYTRX CORPORATION
Common Stock
Warrants

This Prospectus Supplement supplements our Prospectus dated May 8, 2006. This Prospectus Supplement should be read in conjunction with, and may not be delivered or utilized without, the Prospectus. This Prospectus Supplement is qualified by reference to the Prospectus, except to the extent that the information in this Prospectus Supplement supersedes the information contained in our Prospectus.

Selling Securityholders

The table beginning on page 23 in the Prospectus titled "Selling Securityholders" is amended by this Prospectus Supplement to reflect that JMG Capital Partners, LP transferred a warrant for the purchase of 297,619 shares of our common stock registered by this Prospectus to G. Tyler Runnels. The beneficial ownership information for the selling securityholder listed below is as of May 16, 2007.

| | Beneficial Ownership Before Offering(1) | | Beneficial Ownership After Offering (1)(3) | |
|------------------|---|---------|--|---------------|
| | Number of | Percent | Number of | Percent |
| | Shares | (2) | Shares Being Offered | of Shares (2) |
| G. Tyler Runnels | 347,274(4) | * | 347,274(4) | 0 |

* Less than one percent.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants and convertible securities currently

exercisable or convertible, or exercisable or convertible within 60 days, are deemed outstanding, including for purposes of computing the percentage ownership of the person holding such option, warrant or convertible security, but not for purposes of computing the percentage of any other holder.

- (2) Included as outstanding for this purpose are 86,813,178 shares outstanding on May 7, 2007, plus, in the case of each of the selling securityholder, the shares issuable upon exercise of the options or warrants held by such selling securityholder (but not including shares issuable upon exercise or conversion of any other options, warrants or other securities held by any

other person).

- (3) Assumes that all shares and warrants included in this prospectus will be sold by the selling securityholder.
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- (4) Represents
347,274 shares
of our common
stock issuable
upon exercise of
warrants, which
includes 49,655
shares of our
common stock
issuable upon
exercise of
warrants owned
by G. Tyler
Runnels or
Jasmine Niklas
Runnels TTEES
The Runnels
Family Trust
DTD
1-11-2000. G.
Tyler Runnels
has not had any
material
relationship
with us or any
of our affiliates
within the past
three years.

* * * * *

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is June 12, 2007.