

CYTRX CORP  
Form 8-A12G/A  
April 02, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**FORM 8-A/A**  
**Amendment No. 2**  
**For Registration of Certain Classes of Securities**  
**Pursuant to Section 12(b) or 12(g) of the**  
**Securities Exchange Act of 1934**  
**CYTRX CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

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

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

**90049**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

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

**Title of Each Class  
to be so Registered**

Series A Junior Participating Preferred Stock  
Purchase Rights

**Name of Each Exchange on Which  
Each Class is to be Registered**

The NASDAQ Stock Market LLC

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered.**

On March 30, 2007, CytRx Corporation and American Stock Transfer & Trust Company entered into Amendment No. 2 (the Amendment) to Shareholder Protection Rights Agreement dated as of April 16, 1997, as amended (as previously amended, the Rights Agreement). Pursuant to the amendment, the Expiration Time in Section 1.1 of the Rights Agreement was amended to mean the earliest of (i) the Exchange Time (as defined in the Rights Agreement), (ii) April 16, 2017 and (iii) upon the merger of CytRx Corporation into another corporation pursuant to an agreement entered into prior to a Flip-In Date.

The form of Rights Agreement and the Amendment are included as Exhibits 4.1, 4.2 and 4.3, and are incorporated herein by reference in its entirety.

**Item 2. Exhibits.**

**Exhibit No. Description**

- 4.1 Shareholder Protection Rights Agreement, dated as of April 16, 1997, between Cytrx Corporation and American Stock Transfer & Trust Company (which includes as Exhibit A thereto the Form of Right Certificate) (incorporated by reference to the Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on April 24, 1997, File No. 001-12901)
- 4.2 Amendment No. 1 to Shareholder Protection Rights Agreement (incorporated by reference to the Annual Report on Form 10-K filed on March 27, 2001)
- 4.3 Amendment No. 2 to Shareholder Protection Rights Agreement (incorporated by reference to the Annual Report on Form 10-K filed on April 2, 2007)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**CYTRX CORPORATION**

Date: April 2, 2007

By: /s/ STEVEN A. KRIEGSMAN  
Steven A. Kriegsman  
President and Chief Executive Officer