

CYTRX CORP  
Form 8-K  
May 05, 2009

---

---

UNITED STATES  
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 (Earliest Event Reported): May 4, 2009

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:

- 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))

ITEM 1.01 Entry into a Material Definitive Agreement.

On May 4, 2009, we entered into an employment agreement with Jaisim Shah, under which we agreed to employ Mr. Shah through December 31, 2010 as our Chief Business Officer and Senior Vice President – Business Development. In connection with entering into the employment agreement, we granted Mr. Shah a ten-year non-qualified stock option under our 2000 Long-Term Incentive Plan to purchase up to 150,000 shares of our common stock at an exercise price of \$0.41 per share, which equaled the market price of our common stock on May 4, 2009 as reported in The NASDAQ Stock Market. The option will vest ratably in 36 equal monthly installments commencing on the first monthly anniversary of the grant date and continuing on each successive monthly anniversary of the grant date until the option becomes fully vested, subject to Mr. Shah remaining in our continuous employ through such monthly vesting periods.

Under his employment agreement, Mr. Shah is entitled to a base annual salary of \$300,000, plus an amount equal to 1% of upfront monies received by us from strategic partnerships, sales of assets and out-license arrangements in which he is significantly involved on our behalf. Mr. Shah also is eligible to receive an annual bonus as determined by us in our sole discretion. In the event we terminate Mr. Shah's employment without "cause" (as defined in his employment agreement), we agree to pay him a lump-sum severance amount equal to six months' base annual salary under his employment agreement.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

The following exhibit is filed as part of this report:

99.1 CytRx Corporation press release dated May 5, 2009.

---

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/ Steven A. Kriegsman  
Steven A. Kriegsman  
President and Chief Executive Officer

Dated: May 5, 2009

---

EXHIBIT INDEX

Exhibit No.	Description
99.1	CytRx Corporation press release dated May 5, 2009.