



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Explanatory Note

On June 13, 2017, CytRx Corporation ("we," "us," "our," "CytRx" or the "Company") filed a Current Report on Form 8-K (the "Prior Report") reporting that Shanta Chawla, M.D. had been promoted to the position of Senior Vice President of Drug Development, effective June 13, 2017. On June 16, 2017 (subsequent to the filing of the Prior Report), we entered into an employment agreement with Dr. Chawla that is effective as of June 13, 2017. Pursuant to Instruction 2 to Item 5.02 of Form 8-K, this Form 8-K/A is being filed for the purpose of reporting that agreement.

Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers –  
5.02 Compensatory Arrangements of Certain Officers.

Employment Contract with Dr. Shanta Chawla

As previously disclosed, on June 13, 2017, Dr. Shanta Chawla was promoted to the position of Senior Vice President – Drug Development. On June 16, 2017, CytRx entered into a new employment agreement with Dr. Chawla with a term that commenced as of June 13, 2017 and extends to June 13, 2018. Under her employment agreement, Dr. Chawla is entitled to a base annual salary of \$450,000 and is eligible to receive an annual bonus as determined in our discretion. Under the agreement, Dr. Chawla is also eligible to receive, on December 17, 2017, the annual grant of incentive stock options under our Amended and Restated 2008 Stock Incentive Plan, of a minimum of 120,000 incentive stock options, in accordance with our customary practices and procedures. The agreement provides that if the Company enters into a strategic partnership with a third party enterprise around a drug or drug candidate or if there is a sale or change of control of CytRx, in either case on or before the expiration of her employment agreement, Dr. Chawla shall be entitled to a bonus of \$90,000. In addition, if CytRx or any successor, for any reason or no reason, terminates Dr. Chawla's employment prior to December 13, 2017, she shall be entitled to receive a lump-sum payment on the date of termination equal to her base annual salary for a period of six months and, if such termination occurs after December 13, 2017 but prior to June 13, 2018, Dr. Chawla shall be entitled to receive a lump-sum payment equal to her base annual salary through the remainder of the term. Neither CytRx nor Dr. Chawla have any obligation to extend or renew her employment agreement past the initial term.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

There is filed as part of this report, the exhibit listed on the accompanying Exhibit Index, which information is incorporated herein by reference.

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**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**

June 20, 2017 By: /s/ JOHN Y. CALOZ  
John Y. Caloz  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit No. Description

99 Employment Agreement between CytRx Corporation and Shanta Chawla, M.D., effective as of June 13, 2017