
**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 (Date of earliest event reported): June 30, 2020

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 (IRS Employer Identification No.) |
|--|---|---|

**11726 San Vicente Boulevard, Suite 650
Los Angeles, California 90049**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(310) 826-5648**

Former name or former address, if changed since last report: **None**

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))

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.001 per share | CYTR | OTC Markets |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company []

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. []

Item 8.01 Other Events

On June 30, 2020, CytRx Corporation (the “**Company**”) filed with the Securities and Exchange Commission a supplement to its definitive proxy statement, dated June 12, 2020, relating to the Company’s 2020 Annual Meeting of Stockholders scheduled for July 30, 2020. The supplement should be read in conjunction with the Company’s definitive proxy statement, which remains unchanged except as specifically amended by the supplement. A copy of the proxy supplement is included as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|----------------|---------------------------------------|
| 99.1 | Proxy Supplement, dated June 30, 2020 |

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

Date: June 30, 2020

/s/ John Y. Caloz

John Y. Caloz
Chief Financial Officer

EX 99.1
CytRx Corporation

11726 San Vicente Boulevard, Suite 650
Los Angeles, California 90049

ANNUAL MEETING OF STOCKHOLDERS
to be held on July 30, 2020

Supplement to Proxy Statement dated June 12, 2020

CytRx Corporation (the “**Company**”) is filing this amendment and supplement (this “**Supplement**”) to its proxy statement dated June 12, 2020 (the “**Proxy Statement**”) in connection with the Company’s Annual Meeting of Stockholders to be held on July 30, 2020.

A. The Proxy Statement stated that Proposal No. 2 – Approval of Amendment to our Restated Certificate of Incorporation to Increase the Authorized Shares of Common Stock From 41,666,666 To 51,666,666 (“**Proposal 2**”) is considered a “non-routine” matter, meaning that a bank, broker or other nominee may not vote on the matter without receiving instructions from beneficial owners. However, the New York Stock Exchange (“**NYSE**”) has notified the Company of its determination that Proposal 2 is a “routine” matter, eligible for discretionary voting by banks, brokers and other nominees under the NYSE rules. Therefore, the following paragraphs under “**Will my shares be voted if I do not return my proxy card?**” on page 3 of the Proxy Statement are amended and restated in their entirety to read as follows:

“Brokerage firms have authority under the rules of The New York Stock Exchange to vote customers’ unvoted shares on “routine” matters only. Under these rules, ~~Proposals 1 and 2 are~~ **Proposal 1 is** considered non-routine, so if you do not give your broker instructions, your shares will be treated as broker non-votes and will not be voted with respect to ~~each of~~ **Proposals 1 and 2** **Proposal 1. Proposal 3** **Each of Proposals 2 and 3** is considered a routine matter, **accordingly there will not be any broker non-votes on these Proposals.**

If you do not return a proxy card to vote your shares, your brokerage firm may either:

- vote your shares on **Proposals 2 and/or 3** only; or
- leave your shares unvoted.”

B. In addition, we are modifying the description of the effect of abstentions and broker non-votes on Proposal 2, which previously stated that abstentions and broker non-votes will have no effect on the outcome of this proposal. This description has been modified to state that abstentions will have the same effect as a vote against this proposal, and to delete the reference to broker non-votes, which are no longer expected for this proposal. The paragraph under “**What are the voting rights of the holders of our common stock?**” on pages 3-4 of the Proxy Statement is amended and restated in its entirety to read as follows:

“Approval of Proposal 2, the amendment to our Restated Certificate of Incorporation, will require the affirmative vote of the holders of a majority of the outstanding shares of common stock. ~~As a result, abstentions and broker non-votes have no effect on the outcome of this proposal.~~ **As a result, abstentions have the same effect as a vote against this proposal.**”

This Supplement should be read in conjunction with the Proxy Statement. Except as specifically amended by this Supplement, all information in the Proxy Statement remains unchanged. If you have already submitted a proxy and do not wish to change your vote, you need not take any further action. If you would like to change or revoke your prior vote on any proposal, please refer to the Proxy Statement for instructions on how to do so.