



**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Stock Option (right to buy)</b>	<b>\$0.26</b>	<b>08/07/2020</b>		<b>M</b>			<b>450,000</b>	<b>12/13/2019</b>	<b>12/12/2029</b>	<b>CytRx Common Stock</b>	<b>450,000</b>	<b>\$0</b>	<b>0</b>	<b>D</b>	

**Explanation of Responses:**

(1) Reflects 174,627 shares withheld by the Issuer at the market price of \$0.67 per share to fund the cashless exercise of 450,000 options at an exercise price of \$0.26 per share.

/s/ Joel K. Caldwell  
\*\*Signature of Reporting Person

August 13, 2020  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.