

Item 8.01: Other Events.

CytRx Corporation on January 5, 2016 issued a press release regarding the entering into an agreement to settle the consolidated stockholder derivative lawsuit, In Re CytRx Corporation Stockholder Derivative Litigation, pending in the U.S. Court of Appeals for the Ninth Circuit Court (Case No. 15-56773), on appeal from the United States District Court for the Central District of California (Case No. CV 14-6414-GHK (PJWx)).

A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The exhibit listed on the accompanying Index to Exhibits is filed herewith.

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**

January 5, 2016 By: /s/ JOHN Y. CALOZ
John Y. Caloz
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Description

99.1 CytRx Corporation Press Release dated January 5, 2016