

CYTRX CORP  
Form NT 10-Q  
May 16, 2006

SEC FILE NUMBER

000-15327

CUSIP NUMBER

Not applicable

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

**NOTIFICATION OF LATE FILING**

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: March 31, 2006

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

CytRx Corporation

Full Name of Registrant

Former Name if Applicable

11776 San Vicente Boulevard, Suite 650

Address of Principal Executive Office (*Street and Number*)

Los Angeles, California 90049

City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR, or N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

- o (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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**PART III NARRATIVE**

*State below in reasonable detail why Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, and restatement of the audited financial statements could not be filed within the prescribed time period.*

CytRx Corporation (the Company) is unable to file its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006 by the scheduled filing deadline due to its further review and assessment under SFAS 123(R) of the Company's stock options and possible adjustments to the pro forma disclosures in the stock-based compensation footnote to the Company's financial statements. The Company also requires additional time to review and consider the requirements of SFAS 150 as they may relate to outstanding warrants of the Company.

The matters under review by the Company do not involve recently publicized concerns regarding the timing of the award of stock options and related accounting issues that have come to light at other companies.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Matthew Natalizio	310	526-5648, Ext. 302
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No  
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

CytRx Corporation  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2006

By /s/ Matthew Natalizio  
Matthew Natalizio, Chief Financial  
Officer