

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to §240.14a-12

**CYTRX CORPORATION**

(Name of Registrant as Specified in Its Charter)

N/A

(Names of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
- 
-

# Your **Vote** Counts!

**CYTRX CORPORATION**

2022 Annual Meeting  
Vote by July 26, 2022  
11:59 PM ET

CYTRX CORPORATION  
ATTN: JOHN CALOZ  
11726 SAN VICENTE BLVD.  
SUITE 650  
LOS ANGELES, CA 90049



D87890-Z83071

## You invested in CYTRX CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on July 27, 2022.**

### Get informed before you vote

View the Notice & Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to July 13, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Person at the Meeting\*

July 27, 2022  
10:00 AM PDT

11726 San Vicente Blvd, Suite 650  
Los Angeles, CA 90049

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of one Class I director to serve until the 2025 annual meeting of stockholders. <b>Nominee:</b>	
1a. Cary Claiborne	✔ For
2. A precatory proposal to declassify the structure of the Board such that each director standing for election shall only be eligible to be elected for one-year terms (the "Declassification Proposal").	✔ For
3. A proposal to authorize the Board, in its discretion but prior to the one-year anniversary of the date on which the reverse stock split is approved by the Company's stockholders at the Annual Meeting, to amend the Company's Restated Certificate of Incorporation to effect a reverse stock split of all of the outstanding shares of the Company's Common Stock, at a ratio in the range of 1-for-2 to 1-for-100, with such ratio to be determined by the Board and included in a public announcement (the "Reverse Stock Split Proposal").	✔ For
4. The ratification of the appointment of Weinberg & Company as our independent registered public accounting firm for the fiscal year ending December 31, 2022.	✔ For
5. An advisory proposal (non-binding) regarding the compensation of our named executive officers as disclosed in the Proxy Statement.	✔ For
6. A proposal to adjourn the Annual Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Reverse Stock Split Proposal (the "Adjournment Proposal").	✔ For
<b>NOTE:</b> The transaction of such other business as may properly come before the Annual Meeting and at any postponement or adjournment thereof.	
Q. Shares of Series D Preferred Stock will be voted as you have instructed your common stock to be voted on Proposals 3 and 6. If you wish to vote these shares of Series D Preferred Stock in a different manner, indicate YES and provide instructions on proposals 3a and 6a.	
3a. To vote my Series D Preferred Stock differently on Proposal 3.	
6a. To vote my Series D Preferred Stock differently on Proposal 6.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".