

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

IN RE CYTRX CORPORATION SECURITIES
LITIGATION

)
) **Docket No.: 2:14-CV-01956-GHK-PJW**
) CLASS ACTION
)
)

PROOF OF CLAIM AND RELEASE FORM

I. GENERAL INSTRUCTIONS

(a) To recover as a member of the class based on your claims in the action entitled *In re CytRx Corporation Securities Litigation*, No. 14-cv-1956-GHK(PJW) (the "Litigation"), you must complete and, on pages 7 of this form, sign this Proof of Claim and Release. If you fail to file a properly addressed (as explained in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be unable to recover anything from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.

(b) Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of settlement in the Litigation.

(c) YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JUNE 8, 2016, TO:

CytRx Corp. Securities Litigation
c/o Gilardi & Co, LLC
P.O. Box 40007
College Station, TX 77842-4007
1-877-368-7060
www.CytRxSecuritiesLitigation.com

If you are NOT a Member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim and Release form.

(d) If you are a Member of the Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

II. DEFINITIONS

(a) "Defendants" means CytRx Corporation ("CytRx"), the CytRx Individual Defendants, Thomas Michael Meyer, and the Underwriters.

(e) "CytRx Individual Defendants" means Steven A. Kriegsman, John Y. Caloz, David J. Haen, Louis J. Ignarro, Joseph Rubinfeld, Shirley Selter as representative for Marvin S. Selter, and Richard L. Wennekamp.

(f) "Underwriters" means Jefferies LLC, Oppenheimer & Co. Inc., Aegis Capital Corp., and H.C. Wainwright & Co., LLC.

(g) "Released Parties" means each and all of the Defendants and each and all of their Related Parties, which means the immediate family members, heirs, executors, administrators, successors, assigns, present and former employees, officers, directors, general partners, limited partners, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them, and any person or entity which is or was related to or affiliated with any Defendant or in which any Defendant has or had a controlling interest, and the present and former parents, subsidiaries, divisions, affiliates, predecessors, successors, general partners, limited partners, employees, officers, directors, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them, in their capacity as such.

III. CLAIMANT IDENTIFICATION

(a) If you purchased the publicly-traded securities of CytRx and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the certificate(s) were registered in the name of someone else, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

(h) Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of CytRx securities which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE CYTRX SECURITIES UPON WHICH THIS CLAIM IS BASED.

(i) All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could in delay or rejection of your claim.



IV. CLAIM FORM

(a) Use Part II of this form entitled "Schedule of Transactions in CytRx Publicly-Traded Securities" to list all required details of your transaction(s) in CytRx securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

(j) On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales of CytRx publicly-traded securities which took place at any time between November 20, 2013 and June 10, 2014, inclusive, whether such transactions resulted in a profit or a loss, as well as the number of shares of CytRx publicly-traded securities held at the close of trading on November 19, 2013, March 13, 2014, and June 10, 2014. Failure to report all such transactions may result in the rejection of your claim.

(k) List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

(l) Broker confirmations or other documentation of your transactions in CytRx securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

(m) The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.



Must Be Postmarked
or Received No Later
Than June 8, 2016

CYX



Official
Office
Use
Only

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

In re CytRx Corporation Securities Litigation

No. 14-1956-GHK-PJW

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

PART I: CLAIMANT IDENTIFICATION

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Last Name (Co-Beneficial Owner)	M.I.	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>

IRA
 Joint Tenancy
 Employee
 Individual
 Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number	or	Taxpayer Identification Number
<input type="text"/>		<input type="text"/>

Telephone Number (Primary Daytime)	Telephone Number (Alternate)
<input type="text"/>	<input type="text"/>

Email Address

MAILING INFORMATION

Address

Address

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

FOR CLAIMS PROCESSING ONLY	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP	<input type="radio"/> BE	<input type="radio"/> FL	<input type="radio"/> OP	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
			<input type="radio"/> KE	<input type="radio"/> DR	<input type="radio"/> ME	<input type="radio"/> RE		
			<input type="radio"/> ICI	<input type="radio"/> EM	<input type="radio"/> ND	<input type="radio"/> SH		



PART II. SCHEDULE OF TRANSACTIONS IN CYTRX PUBLICLY TRADED SECURITIES (CONT.)

PURCHASES/REPURCHASES

F. I made the following purchase/repurchase of options on CytRx common stock during the period from November 20, 2013 to June 10, 2014, inclusive:

Option Type	Date(s) of transaction (List Chronologically) (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N

SALES/WRITTEN

G. I made the following sales/written of options on CytRx common stock during the period from November 20, 2013 to June 10, 2014, inclusive:

Option Type	Date(s) of transaction (List Chronologically) (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
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<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call						<input type="checkbox"/>	<input type="radio"/> Y <input type="radio"/> N

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE,
WRITE YOUR NAME ON THE COPY AND FILL THIS CIRCLE:

IF YOU DO NOT FILL IN THIS CIRCLE THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement dated as of December 8, 2015 (“Stipulation”) described in the Notice. I also submit to the jurisdiction of the United States District Court for the Central District of California, with respect to my claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Litigation. I agree to furnish additional information to Lead Counsel to support this claim if required to do so. I have not submitted any other claim covering the same purchases or sales of CytRx securities during the Class Period and know of no other Person having done so on my behalf.

VI. RELEASE

(a) I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge, all of the Settled Claims against each and all of the Defendants and each and all of their “Related Parties,” which means the immediate family members, heirs, executors, administrators, successors, assigns, present and former employees, officers, directors, general partners, limited partners, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them, and any person or entity which is or was related to or affiliated with any Defendant or in which any Defendant has or had a controlling interest, and the present and former parents, subsidiaries, divisions, affiliates, predecessors, successors, general partners, limited partners, employees, officers, directors, attorneys, assigns, legal representatives, insurers, reinsurers, and agents of each of them, in their capacity as such.

(b) “Settled Claims” means any and all rights, debts, demands, claims (including, without limitation, any Unknown Claims) or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory, common law, foreign law, administrative law or any other law, rule, or regulation, whether asserted or unasserted, fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class and/or individual in nature, including both known claims and unknown claims, that relate to the purchase or acquisition of the securities of CytRx during the Class Period and that (a) Lead Plaintiff or any member of the Class or the representatives, heirs, successors-in-interest and assigns of any of them asserted, or could have asserted in this Litigation against any of the Released Parties; or (b) could have been asserted in this Litigation, or in any other action or forum by Lead Plaintiff and/or the Class Members or any of them, or the representatives, heirs, successors-in-interest and assigns of any of them, in each case against any of the Released Parties which arise out of, are based upon, or are in any way related, directly or indirectly, to the purchase or acquisition of CytRx publicly traded securities during the Class Period, or to the facts, matters, allegations, transactions, events, disclosures, statements, acts or occurrences, representations or alleged omissions involved, set forth, or referred to in the Complaint or the FAC or that could have been alleged in the Complaint or the FAC. Notwithstanding the foregoing, “Settled Claims” does not include claims asserted in any derivative action or ERISA action based on similar allegations or any claims relating to the enforcement of the Settlement.

(c) “Unknown Claims” means any of the Settled Claims which Lead Plaintiff and/or any Class Member does not know or suspect to exist in such party’s favor at the time of the release of the Released Parties which, if known by such party, might have affected such party’s settlement with and release of the Released Parties, or might have affected such party’s decision not to object to this Settlement. With respect to any and all Settled Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiff shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Lead Plaintiff shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Order and Final Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or any foreign country, or any principle of common law, which is similar, comparable or equivalent in substance to California Civil Code § 1542. The Lead Plaintiff and the Class Members may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Settled Claims, but the Lead Plaintiff and the Class Members shall expressly settle and release and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally, and forever settled and released any and all Settled Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, that now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Order and Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.



(d) This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.

(e) I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

(f) I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in CytRx publicly-traded securities that occurred during the Class Period as well as the number of CytRx shares of securities held by me (us) at the close of trading on November 19, 2013, at the close of trading on March 13, 2014 and at the close of trading on June 10, 2014.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim Form or supporting documentation.

**THIS PROOF OF CLAIM FORM MUST BE POSTMARKED NO LATER THAN JUNE 8, 2016,
ADDRESSED AS FOLLOWS:**

CytRx Corp. Securities Litigation
c/o Gilardi & Co, LLC
P.O. Box 40007
College Station, TX 77842-4007



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