UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 21, 2016

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

DELAWARE	000-51436	20-2903526
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

248 Route 25A, No. 2
East Setauket, New York 11733
(Address of principal executive offices)

Registrant's telephone number, including area code: 631 942 7959

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act of 1933 (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(e) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Agreement

Effective January 21, 2016, the Company entered into a Securities Purchase Agreement with an accredited investor pursuant to which the purchaser purchased 175,000 shares (the "Preferred Shares") of the Company's Series A Convertible Preferred Stock at a per share price of $10.00, representing an aggregate purchase price of $1,750,000 payable $583,333 on closing, $583,333 on or before March 4, 2016, and $583,334 on or before June 3, 2016. The Preferred Shares have a dividend of 1% of the annual net revenue of the Company until converted or redeemed. Each Preferred Share may be converted, at the option of the holder, into 12.5 common shares (subject to customary anti-dilution provisions) and the Preferred Shares are subject to mandatory conversion at the conversion rate in the event of a merger or sale transaction resulting in gross proceeds to the Company of at least $21,875,000. If fully converted, the Preferred Shares would convert into 2,187,500 shares of common stock, representing an effective price per common share of $0.80.

The Company has the right to redeem the Preferred Shares up to the fifth anniversary of the closing date at a per-share price equal to $50.00.

The foregoing summary of the terms of the Preferred Shares are subject, and qualified in their entirety, by the Certificate of Designations attached hereto as Exhibit 4.01.

Item 3.02 Unregistered Sales of Equity Securities

As stated in Item 1.01, above, which information is hereby incorporated by reference, effective as of January 21, 2016, the Company sold to one purchaser the Preferred Shares. The Company is to receive proceeds of $1,750,000 payable $583,333 on closing, $583,333 on or before March 4, 2016, and $583,334 on or before June 3, 2016. The proceeds from the sale of the Preferred Shares will be used for working capital and general corporate purposes principally in connection with the Company's ongoing clinical trials.

The Preferred Shares issued to the investor were not registered under the Securities Act of 1933, as amended (the "Act"), in reliance upon the exemption from registration contained in Section 4(a)(2) of the Act. Such securities (including the shares of common stock which may be issuable upon conversion of the Preferred Shares) may not be re-offered or sold in the United States in the absence of a registration statement or exemption for the registration requirements of the Act.

Item 8.01 Other Events

On January 25, 2016, the Company issued a press release regarding the sale of the Preferred Shares.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

There is filed as part of this report the exhibit listed on the accompanying Index to Exhibits, which information is incorporated herein by reference.

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.

Date: January 25, 2016

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

By: */s/ JOHN S. KOVACH*
John S. Kovach, Chief Executive Officer

Index to Exhibits

Exhibit No.	Description
4.01	Certificate of Designations for the Company's Series A Convertible Preferred Stock.[(1)]
99.1	Press Release.

(1) Incorporated by reference to Exhibit 4.01 to the Form 8-K of the Company filed on March 18, 2015.

LIXTE COMPLETES PRIVATE PLACEMENT OF CONVERTIBLE PREFERRED STOCK

East Setauket, New York (January 25, 2016). Lixte Biotechnology Holdings, Inc. (OTCQB: LIXT) announced today that a major shareholder has purchased $1,750,000 of Convertible Preferred stock. If fully converted, this purchase would convert to 2,187,500 common shares at a per share price of $0.80.

Lixte's CEO, John S. Kovach, M.D., said, "This new investment allows Lixte to pursue opportunities that have emerged regarding our lead anticancer compound, LB-100.

First, in the Phase I trial, several solid tumor patients with a variety of recurrent progressive cancers had stabilization of their disease in the absence of dose-limiting toxicity as reported at the 2015 AACR-NCI-EORTC International Conference in Boston. We had not anticipated that LB-100 alone would stop tumor progression in some solid tumor patients. This finding raises opportunities, currently being explored, to go directly to Phase 2 studies of LB-100 as a single agent.

Second, Lixte has licensed LB-100 to the Taiwan Medical University to determine the activity of LB-100 plus doxorubicin in Asian patients with hepatocellular cancer, beginning with a Phase 1b/2 trial planned to start this summer. This will test the ability of LB-100, demonstrated in several animal models, to enhance the effectiveness of a widely used anticancer drug against one of the most common and devastating cancers worldwide.

Third, scientists at the National Institutes of Health (NIH) reported that LB-100 enhances the anti-tumor activity of cisplatin and reduced cisplatin-resistance of human medulloblastoma cells in animal models. Previously, NIH investigators found that LB-100 enhanced the activity of cisplatin in models of cisplatin sensitive and cisplatin-resistant human ovarian cancer."

Dr. Kovach continued, "Because of these new developments, Lixte is considering several options for Phase 1b/2 trials, with recurrent platinum-resistant ovarian cancer at the top of the list. The most definitive trial design would be a randomized study of LB-100 plus a platinum compound versus the therapeutic choice of the treating doctor with an opportunity for those failing treatment with the 'physician's choice' to receive the LB-100 regimen. The cost of a randomized trial would require additional financial resources beyond those of the private placement."

About Lixte Biotechnology Holdings, Inc.

Lixte is a clinical drug discovery and development company that identifies enzyme targets associated with serious common diseases and then designs novel compounds to attack those targets. Lixte's product pipeline encompasses two major categories of compounds at various stages of pre-clinical and clinical development that the company believes has broad therapeutic potential not only for cancer but also for other debilitating and life-threatening diseases. Lixte's unique phosphatase inhibitor, LB-100, is completing initial evaluation in a Phase I cancer trial (see ClinicalTrials.gov: Identifier NCTO1837667).

Forward-Looking Statements

This announcement contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. For example, statements regarding the Company's financial position, business strategy and other plans and objectives for future operations, and assumptions and predictions about future product demand, supply, manufacturing, costs, marketing and pricing factors are all forward-looking statements. These statements are generally accompanied by words such as "intend," anticipate," "believe," "estimate," "potential(ly)," "continue," "forecast," "predict," "plan," "may," "will," "could," "would," "should," "expect" or the negative of such terms or other comparable terminology. The Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, based on information available to it on the date hereof, but the Company cannot provide assurances that these assumptions and expectations will prove to have been correct or that the Company will take any action that the Company may presently be planning. However, these forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results or experience may differ materially from those expected or anticipated in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, regulatory policies, available cash, research results, competition from other similar businesses, and market and general economic factors. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto in the Quarterly Report on Form 10 Q for September 30, 2015.

For additional information, please see:
www.lixte.com.
Corporate Contact:
Eric J. Forman, Esq.
646-894-3135
eforman@lixte.com