

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Schwartzberg Gil</b>  (Last) (First) (Middle)  <b>269 S. BEVERLY DR., #1315</b> (Street)  <b>BEVERLY HILLS, CA 90212</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>LIXTE BIOTECHNOLOGY HOLDINGS, INC. [ LIXT.OB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/2/2014</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock								750800	D	
Common stock								829782	D	
Common stock								558815	I	Continuum Capital Partners, L.P. <sup>(1)</sup>
Common stock								1150000	I	David Stirling Trust <sup>(2)</sup>
Common stock								1184000	I	Julie Schwartzberg Trust <sup>(3)</sup>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants <sup>(4)</sup>	\$0.750	4/2/2014		J		500000		1/20/2010	6/30/2014	Common	500000	\$0	0	D	
Warrants <sup>(5)</sup>	\$0.750	4/2/2014		J		500000		1/20/2010	6/30/2014	Common	500000	\$0	0	I	Julie Schwartzberg Trust
Warrants <sup>(6)</sup>	\$0.750	4/2/2014		J		500000		1/20/2010	6/30/2014	Common	500000	\$0	0	I	David Stirling Trust
Options	\$1.00							10/15/2009	10/15/2014	Common	500000		500000	D	
Options	\$1.00							10/5/2011	10/15/2016	Common	500000		500000	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Options	\$1.00								9/11/2012	9/11/2017	Common	500000		500000	D	
Options	\$0.50								1/28/2014	1/28/2019	Common	2000000		2000000	D	

**Explanation of Responses:**

- (1) Owned by Continuum Capital Partners, L.P. as to which Mr. Schwartzberg has sole voting, disposition and investment control.
- (2) Owned by the David Stirling Trust as to which Mr. Schwartzberg is the Co-Trustee.
- (3) Owned by the Julie Schwartzberg Trust as to which Mr. Schwartzberg is the Co-Trustee.
- (4) Consists of warrants owned by Mr. Schwartzberg which were assigned without consideration to unrelated parties who subsequently exercised the warrants.
- (5) Consists of warrants owned by the Julie Schwartzberg Trust which were assigned without consideration to an unrelated party who subsequently exercised the warrants.
- (6) Consists of warrants owned by the David Stirling Trust which were assigned without consideration to an unrelated party who subsequently exercised the warrants.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartzberg Gil 269 S. BEVERLY DR. #1315 BEVERLY HILLS, CA 90212		X		

**Signatures**

/s/ Gil Schwartzberg

5/14/2014

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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