

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): December 21, 2006

ZIOPHARM Oncology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-32353

84-1475642

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1180 Avenue of the Americas, 19th Floor

New York, NY 10036

(Address of principal executive offices) (Zip Code)

(646) 214-0700

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

Written communications pursuant to Rule 425 under the Securities Act (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(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On January 8, 2004, ZIOPHARM Oncology, Inc. (the “Company”) entered into a three year employment agreement with Dr. Jonathan Lewis, pursuant to which Dr. Lewis is serving a Chief Executive Officer of the Company until January 8, 2007. On December 21, 2006, the Company and Dr. Lewis entered into an Employment Agreement Extension (the “Extension”). Pursuant to the Extension, the Company extended the term of Dr. Lewis’ employment to January 8, 2008 and increased Dr. Lewis’ annual base salary to \$385,000.

A copy of the Extension is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished herewith.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Employment Agreement Extension dated December 21, 2006

SIGNATURE

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.

ZIOPHARM Oncology, Inc.:
(Registrant)

Date: December 26,
2006

By: /s/ Richard E. Bagley

Richard E. Bagley, President,
Chief Operating Officer and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Employment Agreement Extension dated December 21, 2006

EMPLOYMENT AGREEMENT EXTENSION

Reference is made to the Employment Agreement (the "Agreement"), dated as of January 8, 2004, by and between Zylogen, Inc., a Delaware corporation and the predecessor to ZIOPHARM Oncology, Inc., a Delaware corporation (the "Company"), and Dr. Jonathan Lewis (the "Executive"). All terms used, but not otherwise defined herein, shall have the meanings assigned to them in the Agreement.

Each of the Board, the Company and the Executive hereby consent and agree as follows:

1. Pursuant to Section 2 of the Agreement, the Term is extended for an additional one (1) year period.
2. Section 5(a) of the Agreement is hereby amended by restating the first sentence in its entirety, as follows: "The Company shall pay Executive a salary (the "Base Salary") equal to Three Hundred Eighty-Five Thousand Dollars (\$385,000) per year.

Except for the extension of the Term and the amendment to Section 5(a) of the Agreement provided above, the terms and conditions of the Agreement remain applicable in their entirety.

IN WITNESS WHEREOF, the Company and the Board have caused their respective duly authorized officer and representative to execute and the Executive has personally set his hand hereto as of the date set forth below.

ZIOPHARM Oncology, Inc. and
Its Board of Directors

By: /s/ Richard Bagley

Name: Richard Bagley
Title: President

EXECUTIVE

By: /s/ Jonathan Lewis

Name: Jonathan Lewis, M.D.

Date: 21 December, 2006