

**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 28, 2010**

ZIOPHARM Oncology, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33038
(Commission File Number)

84-1475642
(IRS Employer
Identification No.)

**1180 Avenue of the Americas
19th Floor
New York, NY**
(Address of Principal Executive Offices)

10036
(Zip Code)

(646) 214-0700
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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)).
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Extension of Employment Agreement with Jonathan Lewis, M.D., Ph.D.

On December 28, 2010, ZIOPHARM Oncology, Inc. (the "Company") extended the term of the its existing employment agreement with Jonathan Lewis, M.D., Ph.D., the Company's Chief Executive Officer, for an additional two year period expiring January 8, 2013. Dr. Lewis' employment agreement, which was previously filed as exhibit 10.6 to the Company's Annual Report on Form 10-KSB filed February 21, 2008, was scheduled to expire by its terms on January 8, 2011. A copy of the Extension to Employment Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 10.1 Extension to Employment Agreement dated December 28, 2010 by and between ZIOPHARM Oncology, Inc. and Jonathan Lewis, M.D., Ph.D.

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.

ZIOPHARM Oncology, Inc.

By: /s/ Richard Bagley

Name: Richard Bagley

Title: President, Chief Operating Officer and Chief Financial Officer

Date: December 28, 2010

EXTENSION OF EMPLOYMENT AGREEMENT

EXTENSION OF EMPLOYMENT AGREEMENT (this "Extension"), dated as of December 28, 2010, by and between ZIOPHARM Oncology, Inc., a Delaware corporation with principal executive offices at 1180 Avenue of the Americas, New York, NY 10036 (the "Company"), and JONATHAN J. LEWIS, M.D., Ph.D., residing at 1522 Fairfield Beach Road, Fairfield, CT 06824 (the "Executive"). All capitalized terms set forth herein shall (unless otherwise defined herein) have the meanings given to them in the Agreement (as defined below).

WITNESSETH:

WHEREAS, the Company and Executive are parties to that certain Employment Agreement dated January 8, 2008 (the "Agreement").

WHEREAS, the Term of the Agreement is scheduled to expire on January 8, 2011 and the Company and Executive each desire that Executive's employment with the Company continue to be governed by terms and conditions of the Agreement for a period of an additional two years, which period may be further extended by mutual written agreement of Executive and the Company following further deliberations among Executive and the Company's board of directors (or, if applicable, the compensation committee thereof).

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Extension of Term. The "Term" of Executive's employment under the Agreement shall be extended for a period of two (2) years expiring on January 8, 2013, which period may be further extended by mutual written agreement of Executive and the Company following further deliberations among Executive and the Company's board of directors (or, if applicable, the compensation committee thereof).
2. No Other Modification. The Agreement shall not be modified by this Extension in any respect except as expressly set forth herein.
3. Counterparts. This Extension may be executed in any number of counterparts, each of which shall constitute an original, but all of which together shall constitute one and the same instrument.
4. Governing Law. This Extension shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York, without giving effect to its principles of conflicts of laws.

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IN WITNESS WHEREOF, the parties hereto have executed this Extension as of the date first above written.

ZIOPHARM Oncology, Inc.

By: /s/ Richard E. Bagley

Name: Richard E. Bagley

Title: President, Chief Operating Officer and Chief Financial Officer

EXECUTIVE

By: /s/ Jonathan Lewis

Name: Jonathan J. Lewis, M.D., Ph.D.
