

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): September 20, 2006

ZIOPHARM Oncology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-32353
(Commission File Number)

84-1475642
(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))
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Item 8.01. Other Events.

On September 20, 2006, the Company issued a press release announcing that it had received approval for its application to list its common shares on The NASDAQ Capital Market. The Company's common shares will begin trading on The NASDAQ Capital Market on Friday, September 22, 2006 under the symbol "ZIOF." The trading of ZIOPHARM's shares on the Over-the-Counter Bulletin Board will cease at the close of business on Thursday, September 21, 2006.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated September 20, 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.

Date: September 20, 2006

ZIOPHARM Oncology, Inc.:
(REGISTRANT)

By: /s/ Richard E. Bagley

RICHARD E. BAGLEY, President,
Chief Operating Officer and Chief Financial Officer

Exhibit Index

Exhibit No.

Description

99.1

Press Release date September 20, 2006

ZIOPHARM Oncology, Inc. Receives NASDAQ Approval for Capital Market Listing; ZIOPHARM Shares to Begin Trading on the NASDAQ Capital Market on Friday, September 22, 2006 Under the Symbol "ZIOF"

NEW YORK--(BUSINESS WIRE)--Sept. 20, 2006--

ZIOPHARM Oncology, Inc. (OTCBB: ZIOF.OB), a biopharmaceutical company focused on better cancer medicine, received approval of its application to list its common shares on the NASDAQ Capital Market. The Company's common shares will begin trading on NASDAQ on Friday, September 22, 2006 under the symbol ZIOF. The trading of the Company's shares on the Over-the-Counter Bulletin Board will cease on the close of business on Thursday, September 21, 2006.

"Obtaining a NASDAQ Capital Market listing is an important step forward in the Company's development," said Jon Lewis, Chief Executive Officer. "We are excited about this milestone and believe that a NASDAQ listing will benefit current and future shareholders by increasing the Company's visibility and access in the investment community and helping to generate demand for our stock."

About ZIOPHARM Oncology, Inc.

ZIOPHARM Oncology, Inc. is a biopharmaceutical company engaged in the development and commercialization of a diverse, risk-sensitive portfolio of in-licensed cancer drugs to address unmet medical needs. The Company applies new insights from molecular and cancer biology to understand the efficacy and safety limitations of approved and developmental cancer therapies and identifies proprietary and related molecules for better patient treatment. For more information, visit www.ziopharm.com.

Forward-Looking Safe Harbor Statement:

This press release contains forward-looking statements for ZIOPHARM Oncology, Inc. that involve risks and uncertainties that could cause the Company's actual results to differ materially from the anticipated results and expectations expressed in these forward-looking statements. These statements are based on current expectations, forecasts and assumptions that are subject to risks and uncertainties, which could cause actual outcomes and results to differ materially from these statements. Among other things, there can be no assurance that any of the Company's development efforts relating to its product candidates will be successful, or such product candidates will be successfully commercialized. Other risks that affect forward-looking information contained in this press release include the possibility of being unable to obtain regulatory approval of the Company's product candidates, the risk that the results of clinical trials may not support the Company's claims, and risks related to the Company's ability to protect its intellectual property and its reliance on third parties to develop its product candidates. The Company assumes no obligation to update these forward-looking statements, except as required by law.
