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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001107421](#)
Name of Issuer [ZIOPHARM ONCOLOGY INC](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[EASYWEB INC](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [ZIOPHARM ONCOLOGY INC](#)
Street Address 1 [1180 AVENUE OF THE AMERICA](#)
Street Address 2 [19TH FLOOR](#)
City [NEW YORK](#) State/Province/Country [NY](#) ZIP/PostalCode [10036](#) Phone Number of Issuer [646-214-0700](#)

3. Related Persons

Last Name [Lewis](#) First Name [Jonathan](#) Middle Name
Street Address 1 [1180 Avenue of the Americas](#) Street Address 2 [19th Floor](#)
City [New York](#) State/Province/Country [NY](#) ZIP/PostalCode [10036](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Bagley](#) First Name [Richard](#) Middle Name [E](#)
Street Address 1 [1180 Avenue of the Americas](#) Street Address 2 [19th Floor](#)
City [New York](#) State/Province/Country [NY](#) ZIP/PostalCode [10036](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Brennan](#) First Name [Murray](#) Middle Name
Street Address 1 [Memorial Sloan Kettering Cancer Center](#) Street Address 2 [1275 York Avenue](#)

City State/Province/Country ZIP/PostalCode
New York NY 10021

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Cannon James Anthony
Street Address 1 Street Address 2
BBDO 1285 Avenue of the Americas
City State/Province/Country ZIP/PostalCode
New York NY 10019

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Fowler Wyche
Street Address 1 Street Address 2
701 A Street NE
City State/Province/Country ZIP/PostalCode
Washington DC 20002

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Fragin Gary S
Street Address 1 Street Address 2
4925 Arlington Avenue
City State/Province/Country ZIP/PostalCode
Riverdale NY 10471

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
McInemey Timothy
Street Address 1 Street Address 2
One Coventry Lane
City State/Province/Country ZIP/PostalCode
Hopewell NJ 08525

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Weiser Michael
Street Address 1 Street Address 2
1180 Avenue of the Americas Suite 1920
City State/Province/Country ZIP/PostalCode
New York NY 10036

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input checked="" type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITs & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input checked="" type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(5) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

New Notice Date of First Sale [2009-09-15](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity Pooled Investment Fund Interests
 Debt Tenant-in-Common Securities
 Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Rodman & Renshaw LLC	16415	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Rodman & Renshaw LLC	16415	
Street Address 1	Street Address 2	
1251 Ave. of the Americas	20th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10020
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
<input checked="" type="checkbox"/> CA		
<input checked="" type="checkbox"/> IL		
<input checked="" type="checkbox"/> NY		

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Riverbank Capital Securities, Inc.	135310	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Riverbank Capital Securities, Inc.	135310	
Street Address 1	Street Address 2	
689 Fifth Avenue	14th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

- AL
- CA
- CT
- MS
- NJ
- NY
- TX

Recipient Griffin Securities (Associated) Broker or Dealer <input type="checkbox"/> None Griffin Securities Street Address 1 17 State Street City New York State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	Recipient CRD Number <input type="checkbox"/> None 43229 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 43229 Street Address 2 State/Province/Country NY ZIP/Postal Code 10004
--	--

NY

13. Offering and Sales Amounts

Total Offering Amount \$5,059,527 USD or Indefinite
 Total Amount Sold \$5,059,527 USD
 Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$354,167 USD Estimate
 Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

[Excludes \\$26,587.84 in reimbursement of placement agent expenses.](#)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ZIOPHARM ONCOLOGY INC	/s/ R. Bagley	Richard E. Bagley	President, COO & Treasurer	2009-09-29

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.