

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 11, 2017

BIO-PATH HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36333

(Commission File Number)

87-0652870

(IRS Employer Identification No.)

4710 Bellaire Boulevard, Suite 210, Bellaire, Texas

(Address of principal executive offices)

77401

(Zip Code)

(832) 742-1357

(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 2.02 Results of Operations and Financial Condition.

The information in this Current Report on Form 8-K (this “Current Report”) is being furnished pursuant to Item 2.02 of Form 8-K and, according to general instruction B.2. thereunder, the information in this Current Report shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended.

On May 11, 2017, Bio-Path Holdings, Inc. (the “Company”) announced financial results for the quarter ended March 31, 2017. Additional information is included in the Company’s press release. A copy of the Company’s press release is attached hereto as Exhibit 99.1. The foregoing description of the press release is qualified in its entirety by reference to the attached exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated May 11, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

BIO-PATH HOLDINGS, INC.

Dated: May 11, 2017

By: /s/ Peter H. Nielsen
Peter H. Nielsen
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated May 11, 2017



BIO-PATH HOLDINGS REPORTS FIRST QUARTER 2017 FINANCIAL RESULTS

Conference Call to be Held Today at 8:30 A.M. ET

HOUSTON — May 11, 2017 – Bio-Path Holdings, Inc. (NASDAQ: BPTH), a biotechnology company leveraging its proprietary DNAbilize™ liposomal delivery and antisense technology to develop a portfolio of targeted nucleic acid cancer drugs, today announced its financial results for the first quarter ended March 31, 2017 and provided an update on recent corporate developments.

“Our ongoing Phase 2 trial of prexigebersen for the treatment of acute myeloid leukemia (AML) is advancing according to plan and we remain on track to complete our 19 patient interim analysis by the end of this year,” said Peter Nielsen, President and CEO of Bio-Path Holdings. “Additionally, we were honored to welcome Dr. William Hahne to our team as Vice President of Clinical Research. His extensive experience directing clinical research programs, curating product pipelines, and liaising with regulatory agencies will be critical as we see our next candidate, BP1002, into the clinic for the treatment of lymphoma.”

Recent Corporate Highlights

- **Presented Pre-Clinical Results Showing Potential of BP1002 as Treatment for Aggressive Non-Hodgkin’s Lymphoma at AACR Annual Meeting.** In an in vitro study, lymphoma cell lines were incubated with BP1002. It was determined that BP1002 induced greater than 50% inhibition in 11 of the 15 cell lines tested. In two in vivo mice studies, BP1002 enhanced survival of mice over untreated and control arms. Bio-Path is preparing to submit an investigational new drug (IND) application for evaluating BP1002 in lymphoma.
 - **Appointed Dr. William Hahne as Vice President of Clinical Research.** In April, the Company announced the appointment of Dr. William Hahne as Vice President of Clinical Research. Before joining Bio-Path, Dr. Hahne was a medical consultant for a number of organizations including Medimmune, Lion Biotechnologies, Seattle Genetics, Aminex Therapeutics, Therakos, and Celgene Cellular Therapeutics. He held executive positions in clinical research and medical affairs at Celator Pharmaceuticals (now a subsidiary of Jazz Pharmaceuticals), Celsion Corp, and CurGen Corp, during which he was integrally involved in the design and management of oncology clinical trials, development of key opinion leaders, and growth of clinical departments to meet needs of advancing pipelines. Earlier, he worked in various clinical and medical positions at Glaxo Inc., Marion Merrell Dow, Hoechst Marion Rousel, and Eisai, Inc. Dr. Hahne earned his BA in chemistry from Grinnell College and his MD from Cornell University. He conducted his residency in general surgery at Emory University Affiliated Hospitals in Atlanta, Georgia.
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Financial Results for the First Quarter Ended March 31, 2017

The Company reported a net loss of \$0.4 million, or \$0.01 per share, for the three months ended March 31, 2017, compared to a net loss of \$1.9 million, or \$0.02 per share, for the same period in 2016. The decrease was primarily due to a non-cash change in the fair value of the Company's warranty liability during the period of \$1.6 million.

Research and development expenses for both the three months ended March 31, 2017 and March 31, 2016, were \$1.0 million.

General and administrative expenses for the three months ended March 31, 2017 increased to \$1.0 million, compared to \$0.8 million for the three months ended March 31, 2016 primarily due to increased stock-based compensation expense during the period.

Change in fair value of the Company's warrant liability for the three months ended March 31, 2017 resulted in non-cash income of \$1.6 million. The company did not have the warrant liability in the comparable period for 2016.

As of March 31, 2017, the Company had cash of \$7.1 million, compared to \$9.4 million at December 31, 2016. Net cash used in operating activities for the three months ended March 31, 2017 was \$1.8 million compared to \$2.4 million for the comparable period in 2016. Net cash used in investing activities for the three months ended March 31, 2017 was \$0.4 million.

Conference Call and Webcast Information

Bio-Path Holdings will host a conference call today to review these first quarter 2017 financial results, as well as to provide a general update on the Company, via a webcast and conference call at 8:30 a.m. ET. To access the conference call please dial (844) 815-4963 (domestic) or (210) 229- 8838 (international) and refer to the conference ID number 11686674. A live audio webcast of the call and the archived webcast will be available in the Media section of the Company's website at www.biopathholdings.com.

About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company focused on developing therapeutic products utilizing DNAbilize™, its proprietary liposomal delivery and antisense technology, to systemically distribute nucleic acid drugs throughout the human body with a simple intravenous transfusion. Bio-Path's lead product candidate, prexigebersen (BP1001, liposomal Grb2 antisense), is in a Phase II study for blood cancers and in preclinical studies for solid tumors. Bio-Path's second drug candidate, also a liposomal antisense drug, is ready for the clinic where it will be evaluated in lymphoma and solid tumors.

For more information, please visit the Company's website at <http://www.biopathholdings.com>.

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