

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): June 20, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On June 20, 2017, Bio-Path Holdings, Inc. (the “Company”) issued a letter to its stockholders by posting such letter on its website, www.biopathholdings.com. A copy of such letter is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Stockholder Letter dated June 20, 2017 |

SIGNATURES

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

BIO-PATH HOLDINGS, INC.

Dated: June 20, 2017

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

EXHIBIT INDEX

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| 99.1 | Stockholder Letter dated June 20, 2017 |



June 20, 2017

To Our Shareholders,

At Bio-Path, our mission is centered on the clinical development of therapeutics utilizing DNAbilize™, our novel and patented method for producing antisense DNA therapeutics for a broad spectrum of indications with unmet medical need, including cancer.

Throughout 2016 and in recent months, we have made considerable progress advancing our DNAbilize™ technology in a number of important oncology indications. We were delighted to be selected to deliver our promising clinical and scientific data at important oncology medical meetings over the last twelve months – including the American Society of Clinical Oncology (ASCO) Annual Meeting and the American Society of Hematology (ASH) Annual Meeting, and the American Association for Cancer Research (AACR), among others.

As you know, DNAbilize™ is a proprietary antisense and neutral lipid technology that enables systemic delivery of nucleic acid therapeutics. Our delivery technology forms structures similar to the cellular membrane, therefore allowing the antisense drug to be incorporated within the lipid layers and be delivered to the diseased cells with high uptake into the cell. Most importantly, there has been no evidence of toxicity associated with our technology.

We recently held a Scientific Advisory Board (SAB) meeting at ASCO in Chicago, where all clinical and preclinical DNAbilize™ programs underwent a comprehensive review. As these data continue to unfold, we are becoming aware of excellent progress in a variety of indications including solid tumors, ovarian, glioblastoma, and pancreatic cancers with unmet medical need that we believe would benefit from our platform. In partnership with our SAB, we have identified solid tumors, ovarian cancer, and combination therapies as near-term opportunities.

As a result, we plan to build out our management team, Board of Directors (BOD) and SAB in order to properly advance these opportunities. We have plans to add a new Chief Financial Officer with significant financial experience to ensure that Bio-Path is building for the future. We intend to add members to our BOD with significant industry expertise in finance, drug development and biopharmaceuticals. In tandem, we expect to add clinical leaders in each of our proposed indications to our SAB in order to enhance our understanding of both the clinical landscape and patient experience.

As always, we are grateful to our employees, clinical collaborators, board members and stockholders for their continued support as we make important progress toward realizing our vision of making a difference in the lives of patients with inadequate treatment options. We believe these actions are a necessary response to truly exciting opportunities in the development our DNAbilize technology.

And most importantly, we want to thank the people who have joined our clinical trials with the hope of improving their outcomes and that of future patients. None of the progress we have made to date would have been possible without their support, and we look forward to providing updates on our development work throughout the remainder of this year.

Sincerely,

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