
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): February 1, 2018

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 1, 2018, the Board of Directors (the “Board”) of Bio-Path Holdings, Inc. (the “Company”), increased the size of the Board from four members to five members. Also on February 1, 2018, the Board appointed Paul Aubert to the Board to fill the newly created vacancy resulting from the increase in the size of the Board. The Board also appointed Mr. Aubert as a member of the Company’s audit committee (the “Audit Committee”). The Board has determined that Mr. Aubert is an independent director (as defined in Nasdaq Rule 5605(a)(2)).

Mr. Aubert has served as the sole Shareholder of a private law practice since June 2014. He also serves as a part-time General Counsel to four companies, including one in the medical device space. From February 2012 through May 2014, Mr. Aubert served as General Counsel of Pernix Therapeutics Holdings, Inc., a Nasdaq-listed specialty pharmaceutical company. Before that, he was a Shareholder in the Corporate and Securities practice group at Winstead PC, a national law firm headquartered in Dallas, Texas, from 2007 to 2012. Mr. Aubert also served as an attorney in the Corporate and Securities practice groups of several national and international law firms prior to joining Winstead in 2004, including at Andrews Kurth LLP from 1999 to 2004, Weil, Gotshal & Manges LLP from 1998 to 1999 and Jones Walker LLP from 1996 to 1998. Mr. Aubert holds a Juris Doctor and an M.B.A. from Tulane University in New Orleans, Louisiana and a B.A. in History from Louisiana State University - Baton Rouge.

In connection with his appointment to the Board, the Company and Mr. Aubert agreed to enter into an indemnification agreement in the same form in which the Company has entered into with each of its directors. In addition, Mr. Aubert will participate in the Company’s non-employee director compensation programs, as described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 under the heading “Director Compensation.”

There is no arrangement or understanding between Mr. Aubert and any other person pursuant to which Mr. Aubert was appointed as a director. There are no transactions involving Mr. Aubert requiring disclosure under Item 404(a) of Regulation S-K.

On February 2, 2018, the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) notified the Company that with Mr. Aubert’s appointment to the Board and the Audit Committee, Nasdaq determined that the Company has regained compliance with Nasdaq Listing Rules 5605(b)(1) and 5605(c)(2)(A) regarding the composition of the Board and Audit Committee.

Item 7.01 Regulation FD Disclosure.

On February 5, 2018, the Company issued a press release titled, “Bio-Path Holdings Appoints Paul Aubert to its Board of Directors.” A copy of such press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

[99.1](#) [Press Release dated February 5, 2018](#)

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: February 5, 2018

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated February 5, 2018



Bio-Path Holdings Appoints Paul Aubert to its Board of Directors

HOUSTON—February 5, 2018 – Bio-Path Holdings, Inc., (NASDAQ: BPTH), a biotechnology company leveraging its proprietary DNabilize[®] antisense RNAi nanoparticle technology to develop a portfolio of targeted nucleic acid cancer drugs, today announced the appointment of Paul Aubert to its Board of Directors.

“I am delighted to welcome Paul to the Bio-Path Board of Directors. He brings a unique understanding of corporate law, finance and deep transactional experience which will undoubtedly serve as a great resource for Bio-Path moving forward,” said Peter H. Nielsen, Chief Executive Officer of Bio-Path Holdings. “As a former General Counsel for a specialty pharmaceutical company, Paul’s executive management experience should provide valuable insights for our team.”

“I am pleased to be joining Bio-Path at this exciting juncture in the development of its targeted DNabilize platform, particularly as it offers potentially life-saving therapeutics for patients with blood cancers and solid tumors who have few other treatment options,” Mr. Aubert commented. “I see tremendous potential and I look forward to working with Bio-Path to advance its pipeline to the benefit of cancer patients.”

Mr. Aubert is currently the sole Shareholder at Paul Aubert PLLC. Before founding the firm, he served as General Counsel at Pernix Therapeutics Holdings, Inc., a Nasdaq-listed specialty pharmaceutical company. Earlier, he was a Shareholder at Winstead PC, a national law firm headquartered in Dallas, Texas, where he represented numerous public and private companies in a variety of securities and M&A transactions. Mr. Aubert has also worked as an attorney in the Corporate and Securities practice groups at several other national and international law firms. Mr. Aubert holds a J.D. from Tulane University School of Law, an M.B.A. from Tulane University A.B. Freeman School of Business and a B.A. from Louisiana State University – Baton Rouge.

In connection with the appointment of Mr. Aubert, the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) notified the Company that with Mr. Aubert’s appointment to the Board and the Audit Committee, Nasdaq determined that the Company has regained compliance with Nasdaq Listing Rules 5605(b)(1) and 5605(c)(2)(A) regarding the composition of the Board and Audit Committee.

About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company developing DNabilize[®], a novel technology that has yielded a pipeline of RNAi nanoparticle drugs that can be administered with a simple intravenous transfusion. Bio-Path’s lead product candidate, prexigebersen (BP1001, targeting the Grb2 protein), is in a Phase 2 study for blood cancers and in preclinical studies for solid tumors. This is followed by BP1002, targeting the Bcl2 protein, which the company anticipates entering into clinical studies 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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