

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 14, 2025

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

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-36333</u> (Commission File Number)	<u>87-0652870</u> (IRS Employer Identification No.)
<u>4710 Bellaire Boulevard, Suite 210, Bellaire, Texas</u> (Address of principal executive offices)		<u>77401</u> (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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	BPTH	The Nasdaq Capital Market

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 14, 2025, the Nasdaq Stock Market LLC (“Nasdaq”) notified Bio-Path Holdings, Inc. (the “Company”) that the Nasdaq Hearings Panel (the “Panel”) has determined to delist the Company’s common stock, par value \$0.001 per share (“Common Stock”), and that trading of the Company’s Common Stock will be suspended at the open of trading on February 19, 2025.

As previously reported, on November 19, 2024, the Company was granted an extension until January 31, 2025 from the Panel to demonstrate compliance with Nasdaq Listing Rule 5550(b)(1), which requires listed issuers to maintain minimum stockholders’ equity of \$2.5 million (the “Stockholders’ Equity Requirement”). As of January 31, 2025, the Company had not regained compliance with the Stockholders’ Equity Requirement and was denied its request for an additional extension.

In connection with the Nasdaq delisting notice, Nasdaq will complete the delisting by filing a Form 25 Notification of Delisting with the Securities and Exchange Commission after applicable appeal periods have lapsed. As a result of the suspension in trading and expected delisting, the Company expects that its Common Stock will begin trading under its current trading symbol, “BPTH,” on the OTC Markets system starting on the date trading of the Company’s Common Stock is suspended, February 19, 2025.

The Company has 15 days after the date it received notice of the Panel’s decision to request in writing that the Nasdaq Listing and Hearing Review Council (the “Council”) review the decision. In addition, the Council may, on its own motion, determine to review the Panel’s decision within 45 calendar days after the Company was notified of the decision. The Company does not intend to request a review of the decision.

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: February 18, 2025

By: /s/ Peter H. Nielsen

Peter H. Nielsen
President and Chief Executive Officer
