

BIO-PATH HOLDINGS INC  
Form 8-K  
May 18, 2011

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 17, 2011

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

|                                                           |                                       |                                                    |
|-----------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Utah<br>(State or other jurisdiction<br>of incorporation) | 000-53404<br>(Commission File Number) | 87-0652870<br>(IRS Employer Identification<br>No.) |
|-----------------------------------------------------------|---------------------------------------|----------------------------------------------------|

|                                                                                      |                     |
|--------------------------------------------------------------------------------------|---------------------|
| 3293 Harrison Blvd., Ste. 220, Ogden, UT<br>(Address of principal executive offices) | 84403<br>(Zip Code) |
|--------------------------------------------------------------------------------------|---------------------|

801-580-2326  
(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 (see General Instruction A.2. below):

- .. 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))
-

Item 2.02 Results of Operations and Financial Condition.

The information in 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 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 17, 2011, Bio-Path Holdings, Inc. (the “Company”) announced financial results for the first quarter ended March 31, 2011. 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.

| Exhibit<br>Number | Description                      |
|-------------------|----------------------------------|
| 99.1              | Press Release dated May 17, 2011 |

---

SIGNATURES

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

BIO-PATH HOLDINGS, INC.

Dated: May 17, 2011

By:

/s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer

---

EXHIBIT INDEX

Exhibit  
Number  
99.1

Description  
Press Release dated May 17, 2011

---