

BIO-PATH HOLDINGS INC  
Form 8-K  
August 18, 2010

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): August 17, 2010

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) |
|--|---------------------|

801-399-5500  
(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 August 17, 2010, Bio-Path Holdings, Inc. (the “Company”) announced financial results for the second quarter ended June 30, 2010. Additional information is included in the Company’s press release dated August 17, 2010.

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 August 17, 2010 |

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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: August 17, 2010

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

EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description<br>-----                |
|----------------------------|-------------------------------------|
| 99.1                       | Press Release dated August 17, 2010 |

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