

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 4, 2012

**BIO-PATH HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction  
of incorporation)

**000-53404**

(Commission File Number)

**87-0652870**

(IRS Employer Identification No.)

**2626 South Loop, Suite 180, Houston, Texas**

(Address of principal executive offices)

**77054**

(Zip Code)

832-971-6616

(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 8.01 Other Events.**

On June 4, 2012, Bio-Path Holdings, Inc. (the “Company”) issued a press release titled “Bio-Path Holdings Shares Commence Trading On OTCQX, The Top Tier Of The OTC Market.”

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

Number

Description

99.1

Press Release dated June 4, 2012

**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 4, 2012

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

## EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press Release dated June 4, 2012



## **Bio-Path Holdings Shares Commence Trading On OTCQX, The Top Tier Of The OTC Market**

- *Appoints Roth Capital Partners As Designated Advisor for Disclosure (“DAD”)*

### **FOR IMMEDIATE RELEASE**

**June 4, 2012 HOUSTON, TX** – Bio-Path Holdings, Inc., (OTCQX: BPTH) (“Bio-Path”), a biotechnology company developing a liposomal delivery technology for nucleic acid cancer drugs, today announced that its common stock began trading on the quality-controlled OTCQX on Friday June 1, 2012. OTCQX is the highest tier, premier trading platform for OTC companies and Bio-Path is very pleased to have qualified for the OTCQX given its high standards. The Company also announced that it has retained Roth Capital Partners to serve as the Company’s Designated Advisor for Disclosure (“DAD”) on OTCQX, responsible for providing guidance on OTCQX requirements.

Investors can find current financial disclosure and Real-Time Level 2 quotes for the Company on [www.otcmarkets.com](http://www.otcmarkets.com).

The OTCQX is a premier platform that distinguishes the best companies traded over-the-counter from the thousands of securities traded on the OTC Bulletin Board who are not required to meet any financial standards or undergo a qualitative review. Bio-Path’s commencement of trading on the OTCQX attests to the quality of the Company’s financial reporting and its technology.

“Bio-Path being selected to trade on the OTCQX is further recognition of the quality of the Company and that we meet the highest financial and technology standards among OTC traded companies,” said Peter Nielsen, President and Chief Executive Officer of Bio-Path. “We are also very pleased to align ourselves with Roth Capital Partners, a firm with a strong life sciences research and investment banking practice and a focus on small-cap companies.

### About OTCQX

The OTCQX marketplace is the premier tier of the U.S. Over-The-Counter (OTC) market. Investor-focused companies use the quality-controlled OTCQX platform to offer investor transparent trading, superior information, and easy access through their regulated U.S. broker-dealers. The OTCQX platform offers companies and their shareholders a level of marketplace services formerly available only on a U.S. exchange. For more about OTCQX, visit [www.otcmarkets.com](http://www.otcmarkets.com).

### About Roth Capital Partners LLC

Roth is an investment banking firm dedicated to the small to mid-cap markets. Since its inception in 1984, Roth has been an innovator in these markets. Roth’s exclusive focus is to offer our clients a full spectrum of investment banking services, including capital raising, research coverage, trading and market making, merger and acquisition advisory services, and investor conferences.

### About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company focused on developing therapeutic products utilizing its proprietary

liposomal delivery technology designed to systemically distribute nucleic acid drugs throughout the human body with a simple intravenous transfusion. Bio-Path's lead product candidate, Liposomal Grb-2, is in a Phase I study for blood cancers. Bio-Path's second drug candidate, also a liposomal antisense drug, is ready for the clinic where it will be evaluated in lymphoma and solid tumors.

*Any statements that are not historical facts contained in this release are forward-looking statements that involve risks and uncertainties, including Bio-Path's ability to raise needed additional capital on a timely basis in order for it to continue its operations, have success in the clinical development of its technologies, the timing of enrollment and release of data in such clinical studies and the accuracy of such data, limited patient populations of early stage clinical studies and the possibility that results from later stage clinical trials with much larger patient populations may not be consistent with earlier stage clinical trials, and such other risks which are identified in the Company's most recent Annual Report on Form 10-K and in any subsequent quarterly reports on Form 10-Q. These documents are available on request from Bio-Path Holdings or at [www.sec.gov](http://www.sec.gov). Bio-Path disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

For more information, please visit the Company's website at <http://www.biopathholdings.com>.

Contact Information:

Peter Nielsen  
President & Chief Executive Officer  
Tel 832.971.6616

Rhonda Chiger (institutional investors and analysts)  
Rx Communications Group, LLC  
917-322-2569  
[rchiger@rxir.com](mailto:rchiger@rxir.com)

Roger Pondel (individual, retail investors)  
Pondel/Wilkinson Inc.  
310-279-5980  
[RPondel@pondel.com](mailto:RPondel@pondel.com)