

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): March 7, 2013

**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 March 7, 2013, Bio-Path Holdings, Inc. issued a press release titled “Bio-Path Holdings Begins Enrollment in Fifth Cohort of Phase I Clinical Trial of Lead Product Candidate Liposomal Grb-2 in Leukemias.”

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 7, 2013

**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: March 12, 2013

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

**EXHIBIT INDEX**

Exhibit Number -----	Description -----
99.1	Press Release dated March 7, 2013



## **Bio-Path Holdings Begins Enrollment in Fifth Cohort of Phase I Clinical Trial of Lead Product Candidate Liposomal Grb-2 in Leukemias**

**March 7, 2013 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 it has begun enrolling patients into the fifth dosage cohort in its Phase I clinical trial of its lead product candidate, BP-100-1.01 (Liposomal Grb-2), which is being evaluated as a systemic treatment for blood cancers, including acute myeloid leukemia (AML), chronic myelogenous leukemia (CML), acute lymphoblastic leukemia (ALL) and myelodysplastic syndrome (MDS). The trial is being conducted at The University of Texas MD Anderson Cancer Center.

Liposomal Grb-2 is systemically delivered by intravenous injection. In the fifth cohort, patients will receive a dose of 60 mg/m<sup>2</sup> twice a week for four weeks, for a total of eight doses. As the Company reported in November, due to the favorable safety profile of Liposomal Grb-2, we have expanded the Phase I clinical trial to include higher dosages. Following the completion of the fifth cohort, Bio-Path expects to enroll patients into a sixth cohort with a dosage of 90 mg/ m<sup>2</sup>. The Company remains on track to complete dosing in the Phase I trial by mid-year 2013.

### About Bio-Path’s Delivery Technology

Bio-Path’s drug delivery technology involves microscopic-sized liposome particles that distribute nucleic acid drugs systemically and safely throughout the human body, via simple intravenous infusion. The delivery technology is applied to single stranded (antisense) nucleic acid compounds with the potential to revolutionize the treatment of cancer and other diseases where drugable targets of disease are well characterized. The Company is currently focused on developing liposomal antisense drug candidates. Bio-Path also anticipates developing liposome tumor targeting technology, representing next-generation enhancements to the Company’s core liposome delivery technology.

### About Growth Receptor Bound Protein-2 (Grb-2)

The adaptor protein Growth Receptor Bound protein-2 (Grb-2) is essential to cancer cell signaling because it is utilized by oncogenic tyrosine kinases to induce cancer progression. Suppressing the function or expression of Grb2 should interrupt its vital signaling function and have a therapeutic application in cancer. BP-100.1.01 is a neutral-charge, liposome-incorporated antisense drug substance designed to inhibit Grb-2 expression.

### 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)