

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 5, 2014

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

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<b>Utah</b> (State or other jurisdiction of incorporation)	<b>000-53404</b> (Commission File Number)	<b>87-0652870</b> (IRS Employer Identification No.)
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<b>2626 South Loop, Suite 180, Houston, Texas</b> (Address of principal executive offices)	<b>77054</b> (Zip Code)
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(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))
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**Item 3.01 Transfer of Listing.**

On March 5, 2014, the NASDAQ Stock Market LLC informed Bio-Path Holdings, Inc. (the “Company”) that it had approved the listing of the Company’s common stock on the NASDAQ Capital Market. The Company’s common stock is anticipated to cease trading on the OTCQX and commence trading on the NASDAQ Capital Market on March 10, 2014 under ticker symbol “BPTH.”

On March 5, 2014, the Company issued a press release titled “Bio-Path Holdings Announces Uplisting to the NASDAQ Capital Market.” 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 5, 2014

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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: March 5, 2014

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

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 5, 2014

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### Bio-Path Holdings Announces Uplisting to the NASDAQ Capital Market

HOUSTON, TX, March 5, 2014 – 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 shares of common stock have been approved for uplisting to the NASDAQ Capital Market. Effective Monday, March 10, 2014, the stock will trade on the NASDAQ Capital Market under the symbol BPTH.

Bio-Path believes the uplisting will provide the Company with great visibility, marketability and liquidity and represents another important milestone for the Company.

Commenting on the uplisting, Peter Nielsen, President and Chief Executive Officer of Bio-Path said, “Over the past year, Bio-Path has made significant progress both scientifically and with its corporate initiatives. Uplisting to a national exchange was a key goal for the Company and we believe trading on the NASDAQ market will provide us access to a broader investor base and further increase shareholder value as we continue on our trajectory of growth.”

#### 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 and in preclinical studies for triple negative and inflammatory breast 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>.

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#### Contact Information:

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