



Bio-Path Holdings, Inc. Announces \$10 Million Registered Direct Offering

HOUSTON—June 29, 2016 - Bio-Path Holdings, Inc., (NASDAQ: BPTH) (Bio-Path), a biotechnology company leveraging its proprietary DNAbilize™ liposomal delivery and antisense technology to develop a portfolio of targeted nucleic acid drugs, today announced that it has agreed to the sale and issuance to healthcare focused institutional investors of 5,882,353 shares of common stock and warrants to purchase up to 2,941,177 shares of common stock in a registered direct offering with gross proceeds of approximately \$10.0 million. The shares and warrants will be sold as units, with each unit consisting of one share of Bio-Path common stock, and a warrant to purchase one half (0.5) of a share of Bio-Path common stock, at a purchase price of \$1.70 per unit. The common stock and warrants will be immediately separable. The warrants will be exercisable after six months from issuance, have a term of five years after they become exercisable and an exercise price of \$2.30 per share of common stock. The offering is expected to close on or about July 5, 2016, subject to the satisfaction of customary closing conditions.

H.C. Wainwright & Co., LLC is acting as the exclusive placement agent for this offering.

The securities described above are being offered and sold in the offering by Bio-Path pursuant to a “shelf” registration statement on Form S-3 (Registration No. 333-192102), including a base prospectus, previously filed with and declared effective by the Securities and Exchange Commission (SEC) on January 13, 2014. A prospectus supplement and an accompanying prospectus relating to the offering will be filed with the SEC and will be available on the SEC’s website located at <http://www.sec.gov>. Copies of the prospectus supplement and the accompanying prospectus relating to the securities may also be obtained, when available, by an email request to H.C. Wainwright & Co., LLC, at placements@hcwco.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. Any offering will be made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement.

About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company focused on developing therapeutic products utilizing DNAbilize™, its proprietary liposomal delivery and antisense technology, to systemically

distribute nucleic acid drugs throughout the human body with a simple intravenous transfusion. Bio-Path's lead product candidate, BP1001 (Liposomal Grb2 antisense), is in a Phase II study for blood cancers and in preclinical studies for solid tumors. 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.

For more information, please visit Bio-Path's website at <http://www.biopathholdings.com>

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of the federal securities laws, including statements regarding the offering, including those relating to the size thereof, the expected net proceeds from the offering, the intended use of proceeds and the timing of the closing of the offering. These statements are based on management's current expectations and accordingly are subject to uncertainty and changes in circumstances. Any express or implied statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. *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 Bio-Path'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. 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.*

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