
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 31, 2022

BIO-PATH HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36333

(Commission File Number)

87-0652870

(IRS Employer Identification No.)

4710 Bellaire Boulevard, Suite 210, Bellaire, Texas

(Address of principal executive offices)

77401

(Zip Code)

(832) 742-1357

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, par value \$0.001 per share

Trading Symbol
BPTH

Name of each exchange on which registered
The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously reported, on February 14, 2022, Martina Molsbergen resigned from her position as a member of the Board of Directors (the “Board”) of Bio-Path Holdings, Inc. (the “Company”) and all committees of the Board on which she served. On March 31, 2022, the Board appointed Aline Sherwood to the Board to fill the vacancy resulting from the resignation of Ms. Molsbergen. The Board also appointed Ms. Sherwood as a member of the Company’s audit committee (the “Audit Committee”), compensation committee, nominating/corporate governance committee and business development committee. The Board has determined that Ms. Sherwood is an independent director (as defined in Nasdaq Stock Market (“Nasdaq”) Listing Rule 5605(a)(2)).

Ms. Sherwood is the owner of Scienta Communications, LLC, an independent communications consultancy established in 2010 to provide strategic public relations and corporate communications counsel to pre-commercial, public and private companies. Previously, Ms. Sherwood worked at a series of global and boutique public and investor relations agencies where she provided support for companies developing therapeutics in a variety of indications. Earlier in her career, she managed corporate communications for The Liposome Company, which had developed and commercialized a liposomal formulation of amphotericin B. Before transitioning to industry, Ms. Sherwood worked in research laboratories at Princeton University and Thomas Jefferson University. She earned a Bachelor of Science in biochemistry and classical civilizations from Beloit College.

In connection with her appointment to the Board, the Company and Ms. Sherwood agreed to enter into an indemnification agreement in the same form in which the Company has entered into with each of its directors. In addition, Ms. Sherwood will participate in the Company’s non-employee director compensation programs, as described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 under the heading “Director Compensation.”

There is no arrangement or understanding between Ms. Sherwood and any other person pursuant to which Ms. Sherwood was appointed as a director. There are no transactions involving Ms. Sherwood requiring disclosure under Item 404(a) of Regulation S-K.

On April 6, 2022, the Listing Qualifications Department of Nasdaq notified the Company that with Ms. Sherwood’s appointment to the Board and the Audit Committee, Nasdaq determined that the Company has regained compliance with Nasdaq Listing Rules 5605(b)(1) and 5605(c)(2)(A) regarding the composition of the Board and the Audit Committee, respectively.

Item 7.01 Regulation FD Disclosure.

On April 6, 2022, the Company issued a press release titled, “Bio-Path Holdings Appoints Aline Sherwood to Board of Directors.” A copy of such press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

99.1

[Press Release dated April 6, 2022.](#)

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The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 6, 2022

BIO-PATH HOLDINGS, INC.

By: /s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer



Bio-Path Holdings Appoints Aline Sherwood to Board of Directors

Seasoned Communications Leader Brings Significant Industry Expertise

HOUSTON-April 6, 2022 - Bio-Path Holdings, Inc., (NASDAQ: BPTH), a biotechnology company leveraging its proprietary DNAbilize® antisense RNAi nanoparticle technology to develop a portfolio of targeted nucleic acid cancer drugs, today announced the appointment of Aline Sherwood to its Board of Directors on March 31, 2022. Ms. Sherwood replaced Martina Molsbergen, who stepped down from the Board of Directors on February 14, 2022.

“We are delighted to welcome Aline to the Bio-Path Board of Directors. With her extensive background in biotechnology communications, Aline synthesizes complex science into compelling messaging, which is instrumental in guiding our communications to both the clinical and financial communities,” said Peter Nielsen, President and Chief Executive Officer of Bio-Path Holdings. “She brings valuable industry insight to our team that will be increasingly important as we advance our DNAbilize platform in the fight against cancer.”

“Bio-Path’s technology and the promise of their approach for hard-to-treat cancers was a compelling factor in my decision to join the Board of Directors,” said Ms. Sherwood. “By leveraging my experience in science and communications, I’ll endeavor to add value to Bio-Path as they advance their efforts to develop cancer therapies for fragile patient populations. I look forward working with the team and my colleagues on the Board to extend this value proposition to stakeholders.”

Ms. Sherwood is Principal of Scienta Communications, an independent communications consultancy providing strategic public relations and corporate communications counsel to life sciences companies. Before founding the firm, she served in roles of increasing responsibility at several public relations firms, most recently at WeissComm Group. Earlier, she managed corporate communications for The Liposome Company prior to its acquisition by Elan Pharmaceuticals. Ms. Sherwood holds a B.S. in biochemistry and classical civilizations from Beloit College.

About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company developing DNAbilize®, a novel technology that has yielded a pipeline of RNAi nanoparticle drugs that can be administered with a simple intravenous transfusion. Bio-Path’s lead product candidate, prexigebersen (BP1001, targeting the Grb2 protein), is in a Phase 2 study for blood cancers and prexigebersen-A, a drug product modification of prexigebersen, has been cleared by the FDA and Phase 1 studies in solid tumors are expected to commence in 2022. The Company’s second product BP1002, which targets the Bcl-2 protein, is being evaluated for the treatment of blood cancers and solid tumors, including lymphoma and acute myeloid leukemia. In addition, an IND is expected to be filed for BP1003, a novel liposome incorporated STAT3 antisense oligodeoxynucleotide developed by Bio-Path as a specific inhibitor of STAT3, in 2022.

For more information, please visit the Company'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. 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 the impact, risks and uncertainties related to COVID-19 and actions taken by governmental authorities or others in connection therewith, 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, 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, the maintenance of intellectual property rights, that patents relating to existing or future patent applications will be issued or that any issued patents will provide meaningful protection of our drug candidates, and such other risks which are identified in Bio-Path's most recent Annual Report on Form 10-K, in any subsequent quarterly reports on Form 10-Q and in other reports that Bio-Path files with the Securities and Exchange Commission from time to time. 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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