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**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): December 7, 2023

**BIO-PATH HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-36333</b> (Commission File Number)	<b>87-0652870</b> (IRS Employer Identification No.)
<b>4710 Bellaire Boulevard, Suite 210, Bellaire, Texas</b> (Address of principal executive offices)		<b>77401</b> (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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BPTH	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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 7, 2023, the Board of Directors (the “Board”) of Bio-Path Holdings, Inc. (the “Company”) approved Amendment No. 1 to the First Amended and Restated Bylaws of the Company for the purpose of reducing the threshold required to establish a quorum for its meetings of stockholders from a majority of shares entitled to vote at such meetings to one-third of the shares entitled to vote at such meetings. The amendment became effective upon adoption by the Board.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 1 to First Amended and Restated Bylaws of Bio-Path Holdings, Inc.
104	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.

**BIO-PATH HOLDINGS, INC.**

Dated: December 8, 2023

By: /s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer

**BIO-PATH HOLDINGS, INC.**  
**(a Delaware corporation)**  
**(the “Company”)**

**AMENDMENT NO. 1**  
**TO**  
**FIRST AMENDED AND RESTATED BYLAWS**

Pursuant to Section 8.4 of the First Amended and Restated Bylaws (the “Bylaws”) of the Company, the Bylaws were amended by unanimous approval of the members of the Board of Directors of the Company as follows:

1. Section 2.5 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“Section 2.5 Quorum. Except as otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, the presence in person or by proxy of the holders of stock having one-third of the votes which could be cast by the holders of all outstanding stock entitled to vote at the meeting shall constitute a quorum at each meeting of stockholders. In the absence of a quorum, the stockholders so present may, by the affirmative vote of the holders of stock having a majority of the votes which could be cast by all such holders, adjourn the meeting from time to time in the manner provided in Section 2.4 of these Bylaws until a quorum is present. If a quorum is present when a meeting is convened, the subsequent withdrawal of stockholders, even though less than a quorum remains, shall not affect the ability of the remaining stockholders lawfully to transact business.”

2. Except as set forth above, the Bylaws shall remain in full force and effect.

*[Remainder of Page Intentionally Left Blank]*

I hereby certify that the amendments to the Bylaws of the Company set forth herein were duly adopted by the Board of Directors of the Company on December 7, 2023.

/s/ Douglas P. Morris  
Douglas P. Morris, Secretary