
**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): February 21, 2024

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

Delaware	001-36333	87-0652870
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
4710 Bellaire Boulevard, Suite 210, Bellaire, Texas		77401
(Address of principal executive offices)		(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.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On February 22, 2024, Bio-Path Holdings, Inc. (the “Company”) filed a Certificate of Amendment (the “Amendment”) to the Company’s Certificate of Incorporation with the Delaware Secretary of State to effect a reverse stock split of the Company’s Common Stock, par value \$0.001 (the “Common Stock”) at a ratio of one-for-twenty, effective at 5:30 p.m. Eastern Time on February 22, 2024 (the “Reverse Stock Split”). Upon the effectiveness of the Reverse Stock Split, every twenty shares of Common Stock were automatically combined into one share of Common Stock. No fractional shares of common stock will be issued in connection with the Reverse Stock Split. If as a result of the Reverse Stock Split, a stockholder of record would otherwise hold a fractional share, the stockholder will receive one whole share in lieu of the issuance of any fractional share. The Reverse Stock Split will not change the par value of the Common Stock or modify the rights or preferences of the Common Stock. The Company anticipates that the Reverse Stock Split will reduce the number of shares of the Company’s Common Stock issued and outstanding from 12,352,664 to approximately 617,833 shares. All outstanding securities entitling their holders to purchase shares of Common Stock or acquire shares of Common Stock, including stock options and warrants, will be adjusted as a result of the Reverse Stock Split, as required by the terms of those securities.

The Company’s common stock will begin trading on the Nasdaq Stock Market on a post-Reverse Stock Split basis under the Company’s existing trading symbol “BPTH” when the market opens on February 23, 2024. The CUSIP number for the Company’s Common Stock post-Reverse Stock Split is 09057N409.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On February 21, 2024, the Company issued a press release titled, “Bio-Path Holdings Announces 1-for-20 Reverse Stock Split.” A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Certificate of Incorporation dated effective February 22, 2024.
99.1	Press release dated February 21, 2024.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: February 23, 2024

By: /s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
BIO-PATH HOLDINGS, INC.
(a Delaware corporation)**

Bio-Path Holdings, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on December 31, 2014, as amended (the "Certificate of Incorporation").

2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the DGCL setting forth a proposed amendment to the Certificate of Incorporation and declaring said amendment to be advisable. The amendment amends the Certificate of Incorporation as follows:

Section 4.01 of the Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred Ten Million (210,000,000), of which Two Hundred Million (200,000,000) shall be designated as Common Stock, par value \$0.001 per share ("Common Stock"), and Ten Million (10,000,000) shall be designated as Preferred Stock, par value \$0.001 per share ("Preferred Stock")."

Effective as of 5:30 p.m. Eastern Time on the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware (the "Effective Time"), each twenty (20) shares of Common Stock issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Stock Split"). There shall be no fractional shares issued in connection with the Reverse Stock Split. A holder of record of Common Stock at the Effective Time who would otherwise be entitled to a fraction of a share shall, in lieu thereof, be entitled to receive one full share. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock (an "Old Certificate") that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests described above."

3. The requisite stockholders of the Corporation have duly approved this Certificate of Amendment in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed as of the date set forth below.

Dated: February 22, 2024 **BIO-PATH HOLDINGS, INC.**

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



Bio-Path Holdings Announces 1-for-20 Reverse Stock Split

Shares of Common Stock Will Begin Trading on a Split-Adjusted Basis on February 23, 2024

HOUSTON – February 21, 2024 – Bio-Path Holdings, Inc. (NASDAQ: BPTH) (the “Company”), a biotechnology company leveraging its proprietary DNabilize® antisense RNAi nanoparticle technology to develop a portfolio of targeted nucleic acid cancer drugs, announced that it intends to effect a reverse stock split of its outstanding common stock, par value \$0.001 per share, at a ratio of 1-for-20. The reverse stock split will be effective as of 5:30 p.m., Eastern Time on February 22, 2024, and the Company’s common stock will begin trading on a split-adjusted basis on the Nasdaq Capital Market at the commencement of trading on February 23, 2024 under the Company’s existing symbol “BPTH.” The Company’s common stock has been assigned a new CUSIP number of 09057N409.

Upon the effectiveness of the reverse stock split, every 20 shares of common stock issued and outstanding as of the effective date will be automatically combined into one share of common stock. No fractional shares of common stock will be issued in connection with the reverse stock split. If as a result of the reverse stock split, a stockholder of record would otherwise hold a fractional share, the stockholder will receive one whole share in lieu of the issuance of any such fractional share. The reverse stock split will not change the par value of the common stock or modify the rights or preferences of the common stock. The Company anticipates that the reverse stock split will reduce the number of shares of the Company’s common stock issued and outstanding from 12,352,664 shares to approximately 617,833 shares. All outstanding securities entitling their holders to purchase shares of common stock or acquire shares of common stock of the Company, including stock options and warrants, will be adjusted as a result of the reverse stock split, as required by the terms of those securities.

The Company’s transfer agent, Equiniti Trust Company, LLC will continue to maintain the book-entry records for the Company’s common stock. Registered stockholders holding pre-split shares of the Company’s common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker’s particular processes and procedures; if you hold your shares with such a broker, bank trust or other nominee and if you have questions in this regard, you are encouraged to contact your nominee.

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 drug candidate, Liposomal Bcl-2, (BP1002, targeting the Bcl-2 protein responsible for driving cell survival in up to 60% of all cancers) has announced the enrollment and dosing of the first patient in a Phase 1/1b clinical trial. Bio-Path’s drug candidate, Liposomal STAT3 (BP1003, targeting the STAT3 protein) has one additional IND enabling study to complete before the Company may file an IND application and initiate the first-in-humans Phase 1 study in patients with refractory, metastatic solid tumors. In addition, Bio-Path has a modified product named BP1001-A (prexigebersen with enhanced nanoparticle properties) which has shown to enhance efficacy in preclinical solid tumor models and is currently in a Phase 1/1b clinical trial conducted at several leading cancer centers in the United States.

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 Bio-Path’s

continued listing on the Nasdaq Capital Market, 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, the impact, risks and uncertainties related to global pandemics, including the COVID-19 pandemic, and actions taken by governmental authorities or others in connection therewith, 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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