
**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 27, 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 8.01 Other Events.

As previously disclosed in the Current Report on Form 8-K of Bio-Path Holdings, Inc. (the “Company”) filed on March 25, 2024, the Company entered into a securities purchase agreement (the “Purchase Agreement”) on March 25, 2024 with a certain institutional and accredited investor for the sale by the Company of 75,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a purchase price of \$3.99 per share (the “Registered Direct Offering”). In a concurrent private placement, the Company also agreed pursuant to the Purchase Agreement to issue to the investor in the Registered Direct Offering warrants to purchase up to 75,000 shares of Common Stock, which represent 100% of the number of shares of Common Stock purchased in the Registered Direct Offering, with an exercise price of \$3.865 per share.

A copy of the legal opinion of Winstead PC relating to the legality of the issuance and sale of the shares of Common Stock in the Registered Direct Offering is filed herewith as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1*	Opinion of Winstead PC
23.1*	Consent of Winstead PC (contained in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

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: March 27, 2024

By: /s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer

The logo for WINSTEAD, featuring the word "WINSTEAD" in a bold, black, sans-serif font. The letters "W", "I", and "N" are white and set against a solid yellow rectangular background. The letters "S", "T", "E", "A", and "D" are black and set against a white background.

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March 27, 2024

Bio-Path Holdings, Inc.
4710 Bellaire Boulevard, Suite 210
Bellaire, Texas 77401

Dear Ladies and Gentlemen:

We have acted as legal counsel to Bio-Path Holdings, Inc., a Delaware corporation (the “Company”), in connection with the registered direct offering and sale by the Company of 75,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (“Common Stock”), covered by the registration statement on Form S-3 (File No. 333-265282) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”) (together with the base prospectus contained therein and the prospectus supplement, dated as of March 25, 2024, filed pursuant to Rule 424(b) under the Securities Act in connection with such offering (the “Prospectus Supplement”), the “Registration Statement”). The Shares are being offered and sold pursuant to that certain Securities Purchase Agreement, dated as of March 25, 2024 (the “Purchase Agreement”), by and among the Company and the purchaser identified on the signature pages thereto and in the manner contemplated by the Prospectus Supplement.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, including the Prospectus Supplement, (ii) a specimen certificate representing the Common Stock, (iii) the Purchase Agreement, (iv) the Certificate of Incorporation of the Company, as currently in effect, (v) the First Amended and Restated Bylaws of the Company, as amended, as currently in effect, and (vi) certain resolutions adopted by the Board of Directors of the Company and committees thereof with respect to the Purchase Agreement and the issuance of the Shares. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In our examination, we have assumed and have not verified (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures (other than persons signing on behalf of the Company), (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity with the originals of all documents supplied to us as copies, (v) the accuracy and completeness of all corporate records and documents made available to us by the Company and (vi) that the foregoing documents, in the form submitted to us for our review, have not been altered or amended in any respect material to our opinion stated herein. We have relied as to factual matters upon certificates from officers of the Company and certificates and other documents from public officials and government agencies and departments and we have assumed the accuracy and authenticity of such certificates and documents.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, as of the date hereof, we are of the opinion that the Shares have been duly authorized for issuance, and when issued and delivered by the Company and paid for in the manner contemplated by the Prospectus Supplement and pursuant to the terms of the Purchase Agreement, the Shares will be validly issued, fully paid and non-assessable

For purposes of our opinion in the foregoing paragraph, we express no opinion as to the law of any jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). The opinion expressed herein is given as of this date, and we do not undertake to supplement this opinion with respect to any events or changes occurring subsequent to the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Current Report on Form 8-K to be filed with the Commission in connection with the offering and to the use of our name under the caption “Legal Matters” in the Prospectus Supplement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Winstead PC

Winstead PC