| BIO-PATH HOLDINGS I Form 8-K April 24, 2015 | NC | |
|--|--------------------------|-----------------------------------|
| UNITED STATES | | |
| SECURITIES AND EXC | CHANGE COMMISSION | |
| WASHINGTON, DC 205 | 49 | |
| FORM 8-K | | |
| CURRENT REPORT PU | JRSUANT | |
| TO SECTION 13 OR 15(d) OF THE | | |
| SECURITIES EXCHANGE ACT OF 1934 | | |
| Date of report (Date of earliest event reported): April 24, 2015 | | |
| BIO-PATH HOLDINGS, INC. | | |
| (Exact name of registrant as specified in its charter) | | |
| | | |
| Delaware (State or other jurisdiction | 000-53404 | 87-0652870 |
| 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 (see General Instruction A.2. below):

"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))

Item 7.01 Regulation FD Disclosure.

On April 24, 2015, Bio-Path Holdings, Inc. (the "Company") issued a letter to its stockholders concerning certain developments of the Company's business. A copy of such letter is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

99.1 Stockholder Letter dated April 24, 2015

SIGNATURES

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

BIO-PATH HOLDINGS, Inc.

Dated: April 24, 2015 By: /s/ Peter H. Nielsen

Peter H. Nielsen

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

Number Description

99.1 Stockholder Letter dated April 24, 2015