

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): June 21, 2010

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

Utah

(State or other jurisdiction
of incorporation)

000-53404

(Commission File Number)

87-0652870

(IRS Employer Identification No.)

3293 Harrison Blvd., Ste. 230, Ogden, UT

(Address of principal executive offices)

84403

(Zip Code)

801-399-5500

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

On June 21, 2010, the Secretary of Bio-Path Holdings, Inc. (the “Company”) executed Amendment No. 1 to Bylaws of the Company, as approved by the Board of Directors (the “Board”) of the Company, which amends Article 2.1 of the Bylaws of the Company to change the annual meeting date requirement from fourteen (14) months of the preceding annual meeting to a date and time fixed from time to time by the Board. A copy of such amendment is attached hereto as Exhibit 3.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.2	Amendment No. 1 to Bylaws effective June 21, 2010.

SIGNATURES

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

BIO-PATH HOLDINGS, INC.

Dated: June 21, 2010

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

EXHIBIT INDEX

Exhibit Number -----	Description -----
3.2	Amendment No. 1 to Bylaws effective June 21, 2010.

**AMENDMENT NO. 1 TO THE
BYLAWS
of
BIO-PATH HOLDINGS, INC.
(the “Company”)
Effective June 21, 2010**

The Bylaws of the Company shall be amended as follows:

The second sentence of Section 2.1 of the Bylaws shall be deleted in its entirety and replaced with the following:

“The meeting shall be held on the date and at the time fixed from time to time by the Board of Directors.”

* * * * *

Adopted by resolution of the Board of Directors, the 21st day of June, 2010.

/s/ Douglas P. Morris

Douglas P. Morris, Secretary