

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): July 28, 2016

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

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36333**

(Commission File Number)

**87-0652870**

(IRS Employer Identification No.)

**4710 Bellaire Boulevard, Suite 210, Bellaire, Texas**

(Address of principal executive offices)

**77401**

(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))
-

**Item 4.01 Changes in Registrant’s Certifying Accountant.**

Bio-Path Holdings, Inc. (the “Company”) received notice from its independent registered public accounting firm, Mantyla McReynolds, LLC (“Mantyla”), that Mantyla has merged with BDO USA, LLP (“BDO”). On July 28, 2016, the Company received notice from Mantyla that as a result of Mantyla’s merger with BDO, Mantyla will not stand for reappointment as the Company’s independent registered public accounting firm. On July 29, 2016, the Company engaged BDO as the Company’s new independent registered public accounting firm for and with respect to the fiscal year ending December 31, 2016. The engagement of BDO was approved by the Company’s audit committee on July 29, 2016.

Mantyla’s reports on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2015 and December 31, 2014, did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company’s fiscal years ended December 31, 2015 and December 31, 2014, and during the subsequent interim period through July 28, 2016, there were (i) no disagreements with Mantyla on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Mantyla, would have caused Mantyla to make reference to the subject matter of the disagreements in connection with its reports and (ii) no reportable events of the type described in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Mantyla with a copy of this Current Report on Form 8-K prior to the Company’s filing with the Securities and Exchange Commission (the “SEC”) and requested that Mantyla furnish the Company with a letter addressed to the SEC stating whether Mantyla agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of the letter from Mantyla is filed as Exhibit 16.1 hereto.

During the Company’s fiscal years ended December 31, 2015 and December 31, 2014, and during the subsequent interim period through July 29, 2016, neither the Company nor anyone acting on its behalf consulted with BDO regarding (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company’s consolidated financial statements, and neither a written report nor oral advice was provided that BDO concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue or (ii) any matter that was either the subject of a disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and its related instructions, or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
16.1	Letter of Concurrence from Mantyla McReynolds, LLC, dated August 1, 2016

**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: August 1, 2016

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

---

**EXHIBIT INDEX**

Exhibit Number	Description
16.1	Letter of Concurrence from Mantyla McReynolds, LLC, dated August 1, 2016

---

*Mantyla McREYNOLDS* LLC  
Certified Public Accountants

August 1, 2016

Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

We have been furnished with a copy of the response to Item 4.01 of Form 8-K for the event that occurred on July 28, 2016, to be filed by our former client, Bio-Path Holdings, Inc. We agree with the statements made in response to that Item insofar as they relate to our Firm.

Very truly yours,

*Mantyla McReynolds LLC*

Mantyla McReynolds, LLC

---

Gateway 5 • 178 South Rio Grande Street, Suite 200 • Salt Lake City, Utah 84101 • Tel. (801) 269-1818 • Fax (801) 266-3481 • [www.mmacpa.com](http://www.mmacpa.com)

---