

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 13, 2017

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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 13, 2017, the Board of Directors (the “Board”) of Bio-Path Holdings, Inc. (the “Company”), increased the size of the Board from five members to six members. Also on July 13, 2017, the Board appointed Mark P. Colonnese to the Board to fill the newly created vacancy resulting from the increase in the size of the Board. The Board also appointed Mr. Colonnese as a member of the Company’s Audit Committee, Nominating/Corporate Governance Committee and Compensation Committee. The Board has determined that Mr. Colonnese is an independent director (as defined in NASDAQ Rule 5605(a)(2)).

Since 2015, Mr. Colonnese has served as Executive Vice President & Chief Financial Officer of Aviragen Therapeutics, Inc., a NASDAQ-listed bio-technology company focused on the discovery and development of direct-acting antivirals to treat infections that have limited therapeutic options and affect a significant number of patients globally. Previously, Mr. Colonnese served as the Chief Financial Officer of Stealth BioTherapeutics since November 2014 and as the Executive Vice President and Chief Financial Officer of Transgenomic Inc. from August 2012 to October 2014. Prior to that, he worked at Salutria Pharmaceuticals, LLC and at its predecessor company, AtheroGenics Inc., from 1999 to 2012, where he served in a number of executive roles, most recently as Executive Vice President, Commercial Operations and Chief Financial Officer. He has also held executive positions at Applied Analytical Industries and Schering-Plough, and served on the Board of Directors of Endeavor Pharmaceuticals, Inc. Mr. Colonnese holds an M.B.A. Degree from Fairleigh Dickinson University and a B.S. *magna cum laude* from Ithaca College. He is a Certified Public Accountant (inactive).

In connection with his appointment to the Board, the Company and Mr. Colonnese agreed to enter into an indemnification agreement in the same form in which the Company has entered into with each of its directors. In addition, Mr. Colonnese will participate in the Company’s non-employee director compensation programs, as described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 under the heading “Director Compensation.”

There is no arrangement or understanding between Mr. Colonnese and any other person pursuant to which Mr. Colonnese was appointed as a director. There are no transactions involving Mr. Colonnese requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On July 17, 2017, the Company issued a press release titled, “Bio-Path Holdings Appoints Mark Colonnese to its Board of Directors.” A copy of such 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>
99.1	Press Release dated July 17, 2017

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: July 18, 2017

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated July 17, 2017



Bio-Path Holdings Appoints Mark Colonnese to its Board of Directors

HOUSTON—July 17, 2017 – Bio-Path Holdings, Inc., (NASDAQ: BPTH), a biotechnology company leveraging its proprietary DNAbilize™ liposomal delivery and antisense technology to develop a portfolio of targeted nucleic acid cancer drugs, today announced the appointment of Mark Colonnese, Chief Financial Officer of Aviragen Therapeutics (NASDAQ: AVIR), to its Board of Directors.

“We are delighted to welcome Mark to our Board of Directors. His wide-ranging experience in the biotech sector will be invaluable to Bio-Path as we advance our DNAbilize therapies through the clinic,” said Peter H. Nielsen, Chief Executive Officer of Bio-Path Holdings. “In particular, Mark’s deep financial expertise will be a great asset as we continue to grow Bio-Path into a leading biopharmaceutical company.”

“It is exciting to join Bio-Path at this early stage of its development in order to help maximize the potential of the DNAbilize technology and its various therapeutic programs,” said Mr. Colonnese. “I look forward to working with Bio-Path’s Board and management to develop targeted DNA therapeutics in oncology and to expand into other therapeutic areas.”

Mr. Colonnese brings over 30 years of broad executive management skills and financial experience at Fortune 500 as well as small entrepreneurial companies. He currently serves as the Executive Vice President and Chief Financial Officer of Aviragen Therapeutics, Inc., a NASDAQ-listed antiviral drug development company. Earlier in his career, Mr. Colonnese was chief financial officer at a number of biotechnology companies including Stealth BioTherapeutics, Transgenomic Inc., and AtheroGenics Inc. Mr. Colonnese also served as Vice President, Financial Operations at Schering-Plough Corporation, now part of Merck, one of the world’s largest pharmaceutical companies. In these roles, he was responsible for raising \$870 million in equity and debt capital, as well as \$100 million from partnerships, and directing two companies through their initial public offerings. Mr. Colonnese holds a Master of Business Administration from Fairleigh Dickinson University and a Bachelor of Science, magna cum laude from Ithaca College.

About Bio-Path Holdings, Inc.

Bio-Path is a biotechnology company focused on developing therapeutic products utilizing DNAbilize™, its proprietary liposomal delivery and antisense technology, to systemically distribute nucleic acid drugs throughout the human body with a simple intravenous transfusion. Bio-Path’s lead product candidate, prexigebersen (BP1001, liposomal Grb2 antisense), is in a Phase II study for blood cancers and in preclinical studies for solid tumors. Bio-Path’s second drug candidate, also a liposomal antisense drug, is ready for the clinic where it will be evaluated in lymphoma and solid tumors.

For more information, please visit the Company’s website at <http://www.biopathholdings.com>.

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