

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 2, 2020

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

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-36333</b> (Commission File Number)	<b>87-0652870</b> (IRS Employer Identification No.)
<b>4710 Bellaire Boulevard, Suite 210, Bellaire, Texas</b> (Address of principal executive offices)		<b>77401</b> (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 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on June 24, 2015, Bio-Path Holdings, Inc. (the “Company”) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement (the “Sales Agreement”) with Cantor Fitzgerald & Co. (“Cantor Fitzgerald”), pursuant to which the Company could offer and sell, at the Company’s option, shares of its common stock, par value \$0.001 per share (“Common Stock”), for aggregate gross sales proceeds of up to \$25,000,000, from time to time, through an “at the market” equity offering program under which Cantor Fitzgerald acted as agent.

On July 2, 2020, the Company delivered written notice to Cantor Fitzgerald that it had elected, pursuant to Section 12(b) of the Sales Agreement, to terminate the Sales Agreement effective as of July 12, 2020, ten (10) days after delivery of the notice. The Company will not incur any material early termination penalties in connection with the termination of the Sales Agreement. The Company has not sold, and will not sell, any shares of Common Stock pursuant to the Sales Agreement.

A copy of the Sales Agreement was filed as Exhibit 1.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 25, 2015. The description of the Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Sales Agreement filed as Exhibit 1.1 to the Current Report on Form 8-K filed on June 25, 2015.

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**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 6, 2020

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

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