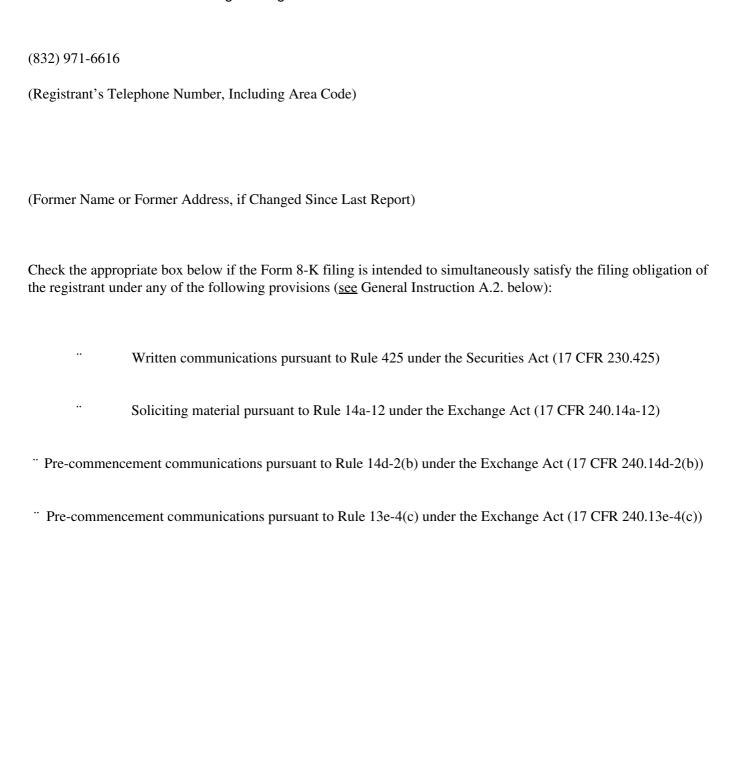
BIO-PATH HOLDINGS I Form 8-K May 18, 2012	NC	
UNITED STATES		
SECURITIES AND EXC	CHANGE COMMISSION	
WASHINGTON, DC 20549		
FORM 8-K		
CURRENT REPORT PURSUANT		
TO SECTION 13 OR 15(d) OF THE		
SECURITIES EXCHANGE ACT OF 1934		
Date of report (Date of earliest event reported): May 17, 2012		
BIO-PATH HOLDINGS, INC.		
(Exact name of registrant as specified in its charter)		
Utah (State or other jurisdiction	000-53404	87-0652870
of incorporation)	(Commission File Number) (IRS Employer Identification No.)	

(Zip Code)

2626 South Loop, Suite 180, Houston, Texas 77054

(Address of principal executive offices)



Item 2.02 Results of Operations and Financial Condition.

The information in this Current Report is being furnished pursuant to Item 2.02 of Form 8-K and, according to general instruction B.2. thereunder, the information in this Current Report shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended.

On May 17, 2012, Bio-Path Holdings, Inc. (the "Company") announced financial results for the first quarter ended March 31, 2012. Additional information is included in the Company's press release.

A copy of the Company's press release is attached hereto as Exhibit 99.1. The foregoing description of the press release is qualified in its entirety by reference to the attached exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

99.1 Press Release dated May 17, 2012

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: May 18, 2012 By:/s/ Douglas P. Morris

Douglas P. Morris

Vice President of Corporate Development and Secretary

EXHIBIT INDEX

Exhibit

Number Description

99.1 Press Release dated May 17, 2012