

BIO-PATH HOLDINGS INC  
Form 424B3  
August 16, 2011

This filing is made pursuant to Rule 424(b)(3)  
under the Securities Act of 1933, as amended, in connection  
with Registration No. 333-167600

PROSPECTUS SUPPLEMENT  
(To Prospectus Dated July 29, 2010)

Bio-Path Holdings, Inc.

7,000,000 SHARES OF COMMON STOCK

This prospectus supplement supplements that certain prospectus dated July 29, 2010 (the "Prospectus") relating to the offer and sale, from time to time, of up to 7,000,000 shares of common stock, no par value, of Bio-Path Holdings, Inc., a Utah corporation (the "Company"), held by or issuable to Lincoln Park Capital Fund, LLC.

This prospectus supplement contains the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011 filed by the Company with the Securities and Exchange Commission on August 15, 2011 (the "10-Q"). This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the Prospectus. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in the Prospectus, including any supplements or amendments thereto.

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INVESTING IN OUR COMMON STOCK INVOLVES SUBSTANTIAL RISKS. SEE THE SECTION TITLED "RISK FACTORS" BEGINNING ON PAGE 3 OF THE PROSPECTUS AND PAGE 18 OF OUR MOST RECENTLY FILED ANNUAL REPORT ON FORM 10-K TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING SHARES OF THE COMPANY'S COMMON STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is August 15, 2011.

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_

Commission file number: 000-53404

Bio-Path Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Utah  
(State or other jurisdiction of  
incorporation or organization)

87-0652870  
(I.R.S. employer  
identification No.)

2626 South Loop, Suite 180, Houston, TX 77054  
(Address of principal executive offices)

Registrant's telephone no., including area code: (801) 580-2326

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

At August 12, 2011, the Company had 56,146,296 outstanding shares of common stock, no par value.

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## Forward-Looking Statements

Statements in this quarterly report on Form 10-Q that are not strictly historical in nature are forward-looking statements. These statements may include, but are not limited to, statements about: the timing of the commencement, enrollment, and completion of our anticipated clinical trials for our product candidates; the progress or success of our product development programs; the status of regulatory approvals for our product candidates; the timing of product launches; our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others; and our estimates for future performance, anticipated operating losses, future revenues, capital requirements, and our needs for additional financing. In some cases, you can identify forward-looking statements by terms such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “potential,” “predicts,” “projects,” “should,” “will,” “would,” “goal,” and similar expressions intended to identify forward-looking statements. These statements are only predictions based on current information and expectations and involve a number of risks and uncertainties. The underlying information and expectations are likely to change over time. Actual events or results may differ materially from those projected in the forward-looking statements due to various factors, including, but not limited to, those set forth under the caption “Risk Factors” in “ITEM 1. BUSINESS” of our Annual Report on Form 10-K as of and for the fiscal year ended December 31, 2010, and those set forth in our other filings with the Securities and Exchange Commission. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

BIO-PATH HOLDINGS, INC.  
(A Development Stage Company)

## CONSOLIDATED BALANCE SHEETS

	June 30, 2011 (Unaudited)	December 31, 2010
<b>ASSETS</b>		
Current assets		
Cash	\$ 1,221,659	\$ 238,565
Grants receivable	-	244,479
Prepaid drug product for testing	-	88,400
Other current assets	45,147	72,993
<b>Total current assets</b>	<b>1,266,806</b>	<b>644,437</b>
Other assets		
Technology licenses - related party	3,081,368	3,043,821
Less Accumulated Amortization	(684,226 )	(579,754 )
	2,397,142	2,464,067
<b>TOTAL ASSETS</b>	<b>\$3,663,948</b>	<b>\$ 3,108,504</b>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	24,197	88,400
Accrued expense	146,526	84,141
Accrued license payments - related party	50,000	74,217
<b>Total current liabilities</b>	<b>220,723</b>	<b>246,758</b>
Long term debt	-	-
<b>TOTAL LIABILITIES</b>	<b>220,723</b>	<b>246,758</b>
Shareholders' Equity		
Preferred Stock, \$.001 par value 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common Stock, \$.001 par value, 200,000,000 shares authorized 56,146,296 and 49,400,605 shares issued and outstanding as of 6/30/11 and 12/31/10, respectively	56,146	49,401
Additional paid in capital	11,627,956	9,719,147
Additional paid in capital for shares to be issued a/		278,600 a/

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Accumulated deficit during development stage	(8,240,877 )	(7,185,402 )
Total shareholders' equity	3,443,225	2,861,746
<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>	<b>\$3,663,948</b>	<b>\$ 3,108,504</b>

a/ Represents 928,667 shares of common stock

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

BIO-PATH HOLDINGS, INC.  
(A Development Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS  
Unaudited

	Second Quarter April 1 to June 30		Year to Date January 1 to June 30		From inception 05/10/07 to 6/30/11
	2011	2010	2011	2010	
Revenue	\$-	\$-	\$-	\$-	\$ -
Operating expense					
Research and development a/ Research and development - related party	114,194	130,803	306,693	351,758	2,896,579
General & administrative b/	25,000	-	75,000	-	136,950
	324,574	296,032	674,812	566,576	5,523,361
Total operating expense	463,768	426,835	1,056,505	918,334	8,556,890
Net operating loss	\$(463,768 )	\$(426,835 )	\$(1,056,505 )	\$(918,334 )	\$ (8,556,890 )
Other income					
Interest income	1,111	314	1,302	1,046	74,705
Other income	-	-	-	-	244,479
Other expense	(91 )	(293 )	(271 )	(467 )	(3,171 )
Total Other Income	1,020	21	1,031	579	316,013
Net Loss	\$(462,748 )	\$(426,814 )	\$(1,055,474 )	\$(917,755 )	\$ (8,240,877 )
Loss per share					
Net loss per share, basic and diluted	\$(0.01 )	\$(0.01 )	\$(0.02 )	\$(0.02 )	\$ (0.20 )
Basic and diluted weighted average number of common shares outstanding					
	51,649,169	47,565,012	50,524,887	47,087,307	41,525,482

a/Research and development expense includes stock option expenses of \$16,082 and \$36,176 for the quarters ending 6/30/2011 and 6/30/2010, respectively; \$31,286 and \$72,352 for the six month periods ending 6/30/2011 and 6/30/2010, respectively; and \$334,546 for the period from inception through 6/30/2011

b/General & administrative expense includes stock for services, stock option and warrant expenses of \$104,602 and 106,534 for the quarters ending 6/30/2011 and 6/30/2010, respectively; \$209,378 and \$214,304 for the six month periods ending 6/30/2011 and 6/30/2010, respectively; and \$2,773,570 for the period from inception through 6/30/2011

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS





BIO-PATH HOLDINGS, INC.  
(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS  
Unaudited

	January 1 to June 30 2011	June 30 2010	From inception 05/10/2007 to 6/30/2011
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net loss	\$(1,055,474)	\$(917,755 )	\$ (8,240,877 )
Adjustments to reconcile net loss to net cash used in operating activities			
Amortization	104,473	96,009	684,226
Common stock issued for services	-	-	300,000
Stock options and warrants	240,664	286,656	2,808,116
(Increase) decrease in assets			
Grants receivable	244,479	-	-
Drug product for testing	88,400	-	-
Other current assets	27,846	(28,267 )	(45,147 )
Increase (decrease) in liabilities			
Accounts payable and accrued expenses	(26,035 )	147,943	220,723
Net cash used in operating activities	(375,647 )	(415,414 )	(4,272,959 )
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of exclusive license - related party	(37,547 )	(92,189 )	(727,201 )
Net cash used in investing activities	(37,547 )	(92,189 )	(727,201 )