

BIO-PATH HOLDINGS INC

Form 424B3

November 14, 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 September 30, 2011 filed by the Company with the Securities and Exchange Commission on November 14, 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.

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 November 14, 2011.

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 September 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

Accelerated filer

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

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 November 10, 2011, the Company had 58,066,296 outstanding shares of common stock, no par value.

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

Unaudited

	September 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
Current assets		
Cash	\$ 983,286	\$ 238,565
Grants receivable	-	244,479
Prepaid drug product for testing	-	88,400
Other current assets	52,026	72,993
Total current assets	1,035,312	644,437
Other assets		
Technology licenses - related party	3,106,368	3,043,821
Less Accumulated Amortization	(737,243)	(579,754)
	2,369,125	2,464,067
TOTAL ASSETS	\$ 3,404,437	\$ 3,108,504
LIABILITIES & SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	43,135	88,400
Accrued expense	111,862	84,141
Accrued license payments - related party	50,000	74,217
Total current liabilities	204,997	246,758
Long term debt	-	-
TOTAL LIABILITIES	204,997	246,758
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 9/30/11 and 12/31/10, respectively	56,146	49,401
Additional paid in capital	11,745,990	9,719,147
Additional paid in capital for shares to be issued a/ b/	142,000 a/	278,600 b/
Accumulated deficit during development stage	(8,744,696)	(7,185,402)

Total shareholders' equity	3,199,440	2,861,746
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$ 3,404,437	\$ 3,108,504

a/ Represents 473,334 shares of common stock

b/ Represents 928,667 shares of common stock

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

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

CONSOLIDATED STATEMENTS OF OPERATIONS
Unaudited

	Third Quarter		Year to Date		From inception
	July 1 to September 30		January 1 to September 30		05/10/07 to
	2011	2010	2011	2010	9/30/11
Revenue	\$-	\$-	\$-	\$-	\$ -
