

BIO-PATH HOLDINGS INC  
Form 8-K  
December 16, 2016

**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): December 15, 2016

**BIO-PATH HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-36333**                      **87-0652870**  
(State or other jurisdiction  
of incorporation)                      (Commission File Number) (IRS Employer Identification No.)

**4710 Bellaire Boulevard, Suite 210, Bellaire, Texas 77401**  
(Address of principal executive offices)                      (Zip Code)

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(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Bio-Path Holdings, Inc. (the “Company”) held its 2016 annual meeting (the “2016 Annual Meeting”) of stockholders of the Company on December 15, 2016 in The Woodlands, Texas. At the 2016 Annual Meeting, the Company’s stockholders: (i) elected each of the five persons listed below under Proposal 1 to serve as a director of the Company until its 2017 annual meeting of stockholders; (ii) approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers; and (iii) ratified and approved the appointment of BDO USA, LLP as the Company’s registered independent public accounting firm for the Company’s fiscal year ending December 31, 2016. The following describes the results of the voting at the 2016 Annual Meeting:

Proposal 1: The election of directors to serve until the 2017 annual meeting of stockholders of the Company:

<b>Name of Nominee</b>	<b>Shares Voted “For”</b>	<b>Shares Voted “Against”</b>	<b>Shares Withheld</b>	<b>Shares Abstained</b>	<b>Broker Non-Votes</b>
Peter H. Nielsen	29,014,240	--	819,909	--	49,332,267
Michael J. Garrison	29,323,526	--	510,623	--	49,332,267
Heath W. Cleaver	29,363,000	--	471,149	--	49,332,267
Amy P. Sing, M.D.	29,320,399	--	513,750	--	49,332,267
Douglas P. Morris	29,327,819	--	506,330	--	49,332,267

Proposal 2: Advisory (non-binding) vote approving the compensation of the Company’s named executive officers:

<b>Shares Voted “For”</b>	<b>Shares Voted “Against”</b>	<b>Shares Withheld</b>	<b>Shares Abstained</b>	<b>Broker Non-Votes</b>
27,802,666	1,938,088	--	93,395	49,332,267

Proposal 3: Ratification and approval of the appointment of BDO USA, LLP as the Company’s registered independent public accounting firm for its fiscal year ending December 31, 2016:

<b>Shares Voted “For”</b>	<b>Shares Voted “Against”</b>	<b>Shares Withheld</b>	<b>Shares Abstained</b>	<b>Broker Non-Votes</b>
78,133,722	326,443	--	706,251	--

**Item 7.01 Regulation FD Disclosure.**

At the 2016 Annual Meeting, Peter H. Nielsen, President and Chief Executive Officer of the Company, presented highlights of the Company during 2016. A copy of the slide presentation used for Mr. Nielsen's presentation is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Slide Presentation dated December 2016
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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: December 16, 2016 By: /s/ Peter H. Nielsen  
Peter H. Nielsen  
President and Chief  
Executive Officer

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
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