

ARMISTICE CAPITAL, LLC
 Form 3
 January 23, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â ARMISTICE CAPITAL, LLC			(Month/Day/Year)		BIO-PATH HOLDINGS INC [BPTH]	
(Last)	(First)	(Middle)	01/18/2019		4. Relationship of Reporting Person(s) to Issuer	
510 MADISON AVENUE, 7TH FLOOR,Â					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
NEW YORK,Â NYÂ 10022					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			___ Form filed by One Reporting Person	
					X Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	193,755	D ⁽¹⁾	Â
Common Stock, par value \$0.001 per share	193,755	I	See Footnote ⁽²⁾
Common Stock, par value \$0.001 per share	193,755	I	See Footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrant	Â (3)	07/23/2024	Common Stock	96,878	\$ (4)	D (1)	Â
Warrant	Â (3)	07/23/2024	Common Stock	96,878	\$ (4)	I	See Footnote (2)
Warrant	Â (3)	07/23/2024	Common Stock	96,878	\$ (4)	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, KY1-1104	Â	Â X	Â	Â
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

Armistice Capital, LLC, By: /s/ Steven Boyd, Managing Member
Date: 01/23/2019
**Signature of Reporting Person

Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director
Date: 01/23/2019
**Signature of Reporting Person

/s/ Steven Boyd
Date: 01/23/2019
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund").

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(2) The reported securities are directly owned by the Master Fund, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Common Stock following such exercise (the "Beneficial Ownership Limitation"). Notwithstanding the foregoing, the Master Fund may increase the Beneficial Ownership Limitation by providing notice to the Issuer, and such increase will become effective on the 61st day after such notice being delivered to the Issuer; provided, however, that the Beneficial Ownership Limitation may not be increased so as to result in the Master Fund becoming more than a 9.99% beneficial owner of the Common Stock following such exercise.

(4) The exercise price for each warrant is \$2.65 per share of Common Stock, subject to adjustment pursuant to the terms of the warrant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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