

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 SECURITIESFiled 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 *

ARMISTICE CAPITAL, LLC

(Last) (First) (Middle)

510 MADISON AVENUE, 7TH
FLOOR, A

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/18/2019

3. Issuer Name and Ticker or Trading Symbol
BIO-PATH HOLDINGS INC [BPTH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ 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) A

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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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	01/23/2019
____Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director	01/23/2019
____Signature of Reporting Person	Date
/s/ Steven Boyd	01/23/2019
____Signature of Reporting Person	Date

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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