



DIVISION OF  
CORPORATION FINANCE

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

January 4, 2023

Peter Nielsen  
President and Chief Executive Officer  
Bio-Path Holdings, Inc.  
4710 Bellaire Boulevard, Suite 210  
Bellaire, Texas 77401

**Re: Bio-Path Holdings, Inc.**  
**Registration Statement on Form S-1**  
**Filed December 29, 2022**  
**File No. 333-269045**

Dear Peter Nielsen:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Daniel Crawford at 202-551-7767 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: William R. Rohrlich, II, Esq.