



DIVISION OF  
CORPORATION FINANCE

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

June 13, 2024

Peter H. 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-3**  
**Filed June 11, 2024**  
**File No. 333-280130**

Dear Peter H. 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 Tim Buchmiller at 202-551-3635 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: William R. Rohrlich, II