

BIO-PATH HOLDINGS INC

Form NT 10-Q

May 15, 2008

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TYPE: NT 10-QSB

SEQUENCE: 1

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

FORM 12b-25

NOTIFICATION OF LATE FILING  
333-105075

SEC File Number

Form 10-K and Form 10-KSB  Form 20-F  Form 10-Q and Form 10-QSB  Form N-SAR

For Period Ended: March 31, 2008

- Transition Report on Form 10-Q
- Transition Report on Form 10-K
- Transition Report on Form N-SAR
- Transition Report on Form 20-F
- Transition Report on Form 11-K

For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I - Registrant Information

Full Name of Registrant: BIO-PATH HOLDINGS INC.

Former Name if applicable: Ogden Golf Co. Corporation

Address of Principal Executive Office:  
3293 Harrison Boulevard, Suite 230  
Ogden, UT 84403

Part II - Rules 12b-25(b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.

“(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

“(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

“(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

Part III - Narrative

State below in reasonable detail the reasons why Form 10-K and Form 10-KSB, 20-F, 11-K, 10-Q and Form 10-QSB, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

The Registrant completed a reverse merger in the quarter ended March 31, 2008. In connection therewith, there has been a change of auditors, a change of management and other financial reporting changes that have prevented the Registrant from filing its 10-QSB as of March 14, 2008.

Part IV - Other Information

(1) Name and telephone number of person to contact in regard to this notification:

Douglas P. Morris  
3293 Harrison Boulevard, Suite 230  
Ogden, UT 84403  
Phone: 801-399-5500

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

ý Yes                    ¨ No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

¨ Yes                    ý No                    Presently unknown.

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Bio-Path Holdings, Inc. has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 15, 2008

By:                    /s/ Douglas P. Morris  
Secretary

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

