# FORM 4

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

OMB APPROVAL						
DMB Number:	3235-0287					
Stimated average burden						
ours per respon	se 0.5					

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			a.												er
Name and Address of Reporting Person *     MANNINO RAPHAEL J				2. Issuer Name <b>and</b> Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH, SUITE 302				3. Date of Earliest Transaction (Month/Day/Year) 09/11/2017						X Officer (give title below) Other (specify below)  Chief Scientific Officer					
		(Street)	· ·	4. If Amendment, Date Original Filed(Month/Day/Year)								Group Filing	g(Check Applic	able Line)	
BEDMINSTER, NJ 07921										_X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial							Reneficially	Owned							
(Instr. 3) Date		Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transact Code (Instr. 8)		ction 4. Securities Acqu (A) or Disposed of		quired of	5. Amoun Beneficia	unt of Securities ially Owned Following ad Transaction(s)		6. Ownership Form: Direct (D)	Beneficial Ownership	
						Code	V	Amoun	Amount (A) or (D)					or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		09/11/2017			P		5,000	A	\$ 1.41	1,424,56	65		D	
Reminder: indirectly.	Report on a	separate line fo	or each class of securi	ties benefici	ally ow	vned dir	Pers	ons wh	•	rm ar	e not req		nformation		EC 1474 (9- 02)
		3. Transaction	n 3A. Deemed	g., puts, calls	s, warr	rants, o <sub>l</sub>	the forced, Dispersions, er 6. D	orm dis sposed o conver	of, or Ben tible secu	rities)	lly Owned	8. Price of	9. Number	of 10.	
Derivative Security	Conversion	Date	n 3A. Deemed Execution Date	4. Transac Code	s, warr 5. ction of D Se A (A	rants, o <sub>l</sub>	the fored, Dispersions, er 6. Dand (Mossis	orm dis sposed o conver	of, or Ben tible secu reisable on Date	7. T Am Und Sec	lly Owned	8. Price of		of 10. Owners Form o Derivat Security Direct ( or Indir	hip of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	n 3A. Deemed Execution Date any	4. Transac Code	s, warr 5. of D So A (A D of (II 4,	rants, op Number of Derivative Securities Acquired A) or Disposed of (D) Instr. 3,	the fred, Diptions, er 6. D and e (Mos	sposed (converted Exerted Expiration the Day)	of, or Ben tible secu reisable on Date	7. T Am Und Sec (Ins 4)	lly Owned title and ount of derlying urities	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct ( or Indir	Owners (Instr. 4 D) ect
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date	n 3A. Deemed Execution Date any	4. Transac Code (Instr. 8	s, warr 5. of D So A (A D of (II 4,	rants, oj.  . Number f Derivative decurities acquired A) or Disposed f (D) Instr. 3, ., and 5)	the fred, Diptions, er 6. D and e (Mos	sposed (converted Exerted Expiration the Day)	of, or Ben tible secu reisable on Date /Year)	7. T Am Und Sec (Ins 4)	itle and ount of lerlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct ( or Indir	hip of Indir Benefic Owners (Instr. 4
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/	n 3A. Deemed Execution Date any	4. Transac Code (Instr. 8	s, warr 5. of D So A (A D of (II 4,	rants, of . Number of Derivative Securities (A) or Disposed of (D) Instr. 3, , and 5)	the freed, Diotions, and and a (Moo	sposed of convertate Exer Expiration the Day.	of, or Ben tible secu reisable on Date /Year)	7. T Am Und Sec (Ins 4)	itle and ount of lerlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct ( or Indir	hip of Indir Benefic Owners (Instr. 4
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/	Year)  (Month/Day/Year)	4. Transac Code (Instr. 8	s, warr stion of D S) Se A (A D of (II 4,	rants, of . Number of Derivative Securities (A) or Disposed of (D) Instr. 3, , and 5)	the freed, Diotions, and and a (Moo	sposed of converting the Exer Expiration the Exer Expiration the Exer Expiration the Exer Expiration the Exercisable exercisab	of, or Ben tible secu reisable on Date /Year)	7. T Am Unc (Ins 4)	itle and ount of lerlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct ( or Indir	hip of Indir Benefic Owners (Instr. 4

### Signatures

/s/ Raphael J. Mannino	09/15/2017
**Signature of Reporting Person	Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.