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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

1. Name and Address of Reporting Person [*] STERN ADAM K			2. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) AEGIS CAPITAL CORP, ATTN: CASSEL SHAPIRO, 810 7TH AVENUE 18TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 12/27/2017					Director 10% Owner Officer (give title below) Other (specify below)			
(Street) NEW YORK, NY 10019			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Zip)	Table I - Non-Derivati			rivative So	ivative Securities Acquired Disposed of an Beneficially Owned						
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transa		4. Securit (A) or Dis	ies Acq sposed o	uired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership		
	(Wohll Day Tear)	Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	*		
							793,992	D			
							300,000	I	Held by Pavilion Capital Partners Inc. (1)		
							300,000	Ι	Held by Piper Ventures Partners LLC (1)		
12/27/2017		G	v	750,000	A	\$ 0	1,750,000	I	Held by AKS Family Foundation, Inc. (1)		
12/27/2017		G	v	750,000	D	\$ 0	2,939,483	I	Held by AKS Family Partners LP (1)		
							600,000	Ι	Held by SternAegis Ventures LLC Defined Benefit Pension Plan		
ne for each class of se	curities beneficially	owned din	Pe co	rsons wh ntained ir	n this f	orm a	re not required to respond	unless	SEC 1474 (9- 02)		
	(Middle) TTN: CASSEL UE 18TH FLOOR (Zip) 2. Transaction Date (Month/Day/Year) 12/27/2017 12/27/2017 12/27/2017	Matinas BioPl (Middle) TTN: CASSEL UE 18TH FLOOR (Zip) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 12/27/2017 12/27/2017 12/27/2017 12/27/2017 A Deemed Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/	Matinas BioPharma Hc (Middle) TTN: CASSEL JE 18TH FLOOR (Zip) (Zip) (Zip) (Zip) (Zip) (A. If Amendment, Date Ori (A. If Amendment, Date Ori (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. 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Securities Acquired, Disposed of, or Beneficial Securities and One Report Provide Pr	Matinas BioPharma Holdings, Inc. [MTNB] (Check al application b) (Check al application b) (

			(c.g., p	uts, cans, we	irrants, opt		ible securi	ues)				
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exerc	siable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of	and Expiratio	n Date	Amount of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Derivative	(Month/Day/	Year)	Underlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			Securities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Acquired			(Instr. 3 and		Owned	Security:	(Instr. 4)
	Security				(A) or			4)		Following	Direct (D)	
					Disposed					Reported	or Indirect	
					of (D)					Transaction(s)	(I)	
					(Instr. 3,					(Instr. 4)	(Instr. 4)	
					4, and 5)							
								Amou	ıt			

Code V (A) (D) Exercisable Date Title Number Shares			Code V (A) (D)	ercisable Date I ttle Nu	imber	
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Reporting Owners

Deresting Ormen Name (Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
STERN ADAM K AEGIS CAPITAL CORP, ATTN: CASSEL SHAPIRO 810 7TH AVENUE 18TH FLOOR NEW YORK, NY 10019	х					

Signatures

/s/ Jerome D. Jabbour, attorney-in-fact for Adam K. Stern	12/29/2017
**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).
- (1) Mr. Stern disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Mr. Stern of the reported securities for purposes of Section 16 or any other purpose.

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.