FORM	4

(Print or Type Responses)

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

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

2. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director						
DDIGG	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018						w)			
4	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-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned			
2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code (Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Beneficial Ownership		
	(Middle) DINGS, TE 302 (Zip) 2. Transaction Date	Matinas BioPharm (Middle) 3. Date of Earliest Tr DINGS, 11/01/2018 TE 302 4. If Amendment, Date (Zip) T 2. Transaction 2A. Deemed Date Execution Date, if (Month/Day/Year) any	Matinas BioPharma Holding (Middle) 3. Date of Earliest Transaction (1) DINGS, 11/01/2018 TE 302 4. If Amendment, Date Original (Zip) Table I - Not 2. Transaction 2A. Deemed Date 3. Transact	Matinas BioPharma Holdings, In (Middle) 3. Date of Earliest Transaction (Month 11/01/2018 TE 302 4. If Amendment, Date Original Filed (Zip) Table I - Non-Der 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8)	Matinas BioPharma Holdings, Inc. [MTN (Middle) 3. Date of Earliest Transaction (Month/Day/Year) DINGS, 11/01/2018 TE 302 4. If Amendment, Date Original Filed (Month/Day/ (Zip) Table I - Non-Derivative S 2. Transaction 2A. Deemed Date 3. Transaction (Month/Day/Year) 3. Transaction (A. Deemed 3. Transaction (Month/Day/Year) 4. Securi	Matinas BioPharma Holdings, Inc. [MTNB] (Middle) DINGS, TE 302 3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acqu (A) or Disposed of (Instr. 3, 4 and 5)	Matinas BioPharma Holdings, Inc. [MTNB] (Middle) 3. Date of Earliest Transaction (Month/Day/Year) DINGS, 11/01/2018 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired (Zip) 2. Transaction 2. Transaction 2.A. Deemed Date 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) (A) or	Matinas BioPharma Holdings, Inc. [MTNB] (Check all applical X_Director (Middle) DINGS, TE 302 3. Date of Earliest Transaction (Month/Day/Year) 2. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check X_Form filed by One Reporting Person Form filed by More than One Reporting Person (Month/Day/Year)	Matinas BioPharma Holdings, Inc. [MTNB] (Check all applicable) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 1/01/2018 DINGS, TE 302 11/01/2018	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature		
Derivative	Conversion	Date	Execution Date, if	Transact	saction Derivative		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect	
		(Month/Day/Year)		Code		Securities		(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
· · · ·	Price of		(Month/Day/Year)	(Instr. 8)		1	1 ()		(Instr. 3 and 4) (Instr. 5)		(Instr. 5)	-	Derivative	1	
	Derivative					or Dispose	ed							2	(Instr. 4)
	Security					of (D)							0	Direct (D)	
						(Instr. 3, 4 and 5)	Ι,						Reported Transaction(s)	or Indirect	
						anu 3)						-	· · ·	(1) (Instr. 4)	
								D.	F •		Amount		(mou. i)	(msu: i)	
									Expiration Date	Title	or Number				
				Code	v	(A)	(D)		Date		of Shares				
C+1-				cout		()	(2)				or bilares				
Stock										C					
option	\$ 0.74	11/01/2018		А		128,299		<u>(1)</u>	10/31/2028	Common Stock	128.299	\$ 0	128,299	D	
(right to	• • • • •					- ,				Stock	-,		- ,		
buy)															
Stock															
option										Common					
(right to	\$ 0.74	11/01/2018		Α		128,299		11/01/2018	10/31/2028	Common Stock	128,299	\$ 0	128,299	D	
										STOCK					
buy)													l		

Reporting Owners

Demostria Orman Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Scibetta James S C/O MATINAS BIOPHARMA HOLDINGS, INC. 1545 ROUTE 206 SOUTH SUITE 302 BEDMINSTER, NJ 07921	х							

Signatures

/s/ Jerome D. Jabbour, attorney-in fact for James S. Scibetta	11/05/2018		
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).
- The option award was made in accordance with the terms of the Issuer's Amended and Restated 2013 Equity Incentive Plan (the "2013 Plan"). The option vests in equal monthly (1) installments over a period of 12 months commencing on December 1, 2018. The exercise price is based on the closing price for the shares of the Common Stock on the date of grant in accordance with the terms of the 2013 Plan.

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

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