

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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).

## 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

(Print or Type Responses)

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person *<br><b>Ende Eric J</b>   | 2. Issuer Name and Ticker or Trading Symbol<br><b>Matinas BioPharma Holdings, Inc. [MTNB]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle)<br><b>C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH, SUITE 302</b> | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/03/2017</b>                         |  |
| (Street)<br><b>BEDMINSTER, NJ 07921</b>   | 4. If Amendment, Date Original Filed (Month/Day/Year)<br><b>04/21/2017</b>                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| (City) (State) (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>       |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |  |
| Common Stock                    | 04/03/2017                           |  | A                              |   | 12,201  | (1)        | A     | \$ 0  | 12,201   | D   |  |

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

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Ende Eric J<br>C/O MATINAS BIOPHARMA HOLDINGS, INC.<br>1545 ROUTE 206 SOUTH, SUITE 302<br>BEDMINSTER, NJ 07921 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Jerome D. Jabbour, attorney-in fact for Eric J. Ende | 04/03/2019 |
| 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).

On April 3, 2017, the Reporting Person was issued 12,201 shares of common stock par value \$.0001 per share pursuant to the Company's 2013 Equity Compensation Plan.

(1) Such shares vested immediately upon grant. These shares were omitted from the Reporting Person's original Form 4 filing on April 21, 2017, and also were omitted from nine Forms 4 filings filed by the Reporting Person after such filing.

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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