SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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[X] 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

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

[ ] Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *
STERN ADAM K

(Last) (First) (Middle)
888 C 8TH AVE #530

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Matinas BioPharma Holdings, Inc. [MTNB]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
X 10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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, par value $0.0001 per share	10/31/2025[1]		x		92,100	A	$0.6446[2]	113,450	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern
Common Stock, par value $0.0001 per share	07/10/2026[2]		x		344,710	A	$0.35[2]	416,900	I	Through A.K.S Family Partners LP
Common Stock, par value $0.0001 per share	07/10/2026[2]		x		630,335	A	$0.35[2]	743,785	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern
Common Stock, par value $0.0001 per share								28,260	D	
Common Stock, par value $0.0001 per share								26,500	I	Through AKS Family Foundation

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			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.0001 per share								6,000	I	Through Pavillion Capital Partners LLC
Common Stock, par value $0.0001 per share								6,000	I	Through Piper Venture Partners LLC
Common Stock, par value $0.0001 per share								1,000	I	Through IRA Adam K Stern - Rollover IRA
Common Stock, par value $0.0001 per share								3,000	I	Through Stern Aegis Ventures LLC 401k Plan for the Benefit of Adam K Stern

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to Purchase Common Stock	$0.6446	10/16/2025		J		800,000		04/08/2025	04/08/2030	Common Stock, par value $0.0001 per share	800,000	$0.6446	800,000	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern[(1)]
Series C Convertible Preferred Stock	$0.586	10/16/2025		J		265		04/04/2025	[(5)]	Common Stock, par value $0.0001 per share	452,218	$0.586	265	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern[(1)]

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to Purchase Common Stock	$0.6446	10/31/2025		X			92,100	04/08/2025	04/08/2030	Common Stock, par value $0.0001 per share	92,100	$0.6446	630,335	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern[1]
Warrants to Purchase Common Stock	$0.35	07/10/2026[2]		X			630,335	04/08/2025	04/08/2030	Common Stock, par value $0.0001 per share	630,335	$0.35	0	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern[1]
Warrants to Purchase Common Stock	$0.35	07/10/2026[2]		A		630,335		[2]	[2]	Common Stock, par value $0.0001 per share	630,335	$0.35	630,335	I	Through SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern[1]
Warrants to Purchase Common Stock	$0.35	07/10/2026[2]		X			344,710	04/08/2025	04/08/2030	Common Stock, par value $0.0001 per share	344,710	$0.35	0	I	Through A.K.S Family Partners LP[4]
Warrants to Purchase Common Stock	$0.35	07/10/2026[2]		A		344,710		[2]	[2]	Common Stock, par value $0.0001 per share	344,710	$0.35	344,710	I	Through A.K.S Family Partners LP[4]
Warrants to Purchase Common Stock	$0.35	07/10/2026[3]		J		141,462		[3]	[3]	Common Stock, par value $0.0001 per share	141,462	$0.35	141,462	D	
Series C Convertible Preferred Stock	$0.586							04/04/2025	[5]	Common Stock, par value $0.0001 per share	172,354		101	I	Through AKS Family Partners[4]

Explanation of Responses:

1. On October 16, 2025, SternAegis Ventures, LLC Defined Benefit Plan for the Benefit of Adam K Stern received 800,000 Warrants to purchase Common Stock and 265 shares of Series C Convertible Preferred Stock in connection with a settlement agreement.

2. On July 10, 2026, the Registrant entered into inducement offer letter agreements with certain Reporting Persons, pursuant to which such Reporting Persons agreed to exercise for cash all of their outstanding warrants at the current exercise price of $0.35 per share in consideration for the Registrant's agreement to issue, in a private placement, new unregistered common stock purchase warrants (the "New Warrants"). The Registrant is required to obtain stockholder approval ("Inducement Stockholder Approval") for the issuance of the shares of common stock underlying the New Warrants. The New Warrants will be exercisable beginning on the date Inducement Stockholder Approval is received at an exercise price of $0.35 per share and will expire on the five-year anniversary of the date Inducement Stockholder Approval is received.

3. On July 10, 2026, the Registrant issued warrants to purchase 374,330 shares of Common Stock (the "Solicitation Agent Warrants") to ThinkEquity LLC in connection with a Solicitation Agreement, dated June 25, 2026. The Solicitation Agent Warrants have terms substantially similar to the New Warrants, including with respect to exercise price, expiration and term. ThinkEquity LLC distributed 141,462 Solicitation Agent Warrants to Mr. Stern.

4. On June 10, 2026, Sanitam Parnters LLC ("Sanitam") distributed its holdings in the Registrant's preferred stock and warrants to its members. A.K.S. Family Partners LP received a portion of such distribution. As such Sanitam no longer beneficially owns any securities of the Registrant.

5. The Series C Convertible Preferred Stock of the Registrant is perpetual and has no expiration date.

/s/ Adam K. Stern	08/13/2026
** Signature of Reporting Person	Date

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

* 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.