

<b>FORM D</b>
<b>Notice of Exempt Offering of Securities</b>

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

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

### 1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001582554"/>		<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<input type="text" value="Matinas BioPharma Holdings, Inc."/>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<input type="text" value="DELAWARE"/>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year)	<input type="text" value="2013"/>	
<input type="checkbox"/> Yet to Be Formed		

### 2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Matinas BioPharma Holdings, Inc."/>			
Street Address 1	Street Address 2		
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>	<input type="text" value="908-443-1860"/>

### 3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Rongen"/>	<input type="text" value="Roelof"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text" value="President and Chief Executive Officer"/>			

Last Name	First Name	Middle Name
<input type="text" value="Bobotas"/>	<input type="text" value="George"/>	<input type="text"/>
Street Address 1	Street Address 2	
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>	

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City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Fawzy"/>	<input type="text" value="Abdel"/>	<input type="text" value="A."/>

Street Address 1	Street Address 2
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Gaglione"/>	<input type="text" value="Gary"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Conrad"/>	<input type="text" value="Herbert"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text" value="915 Klosterman Road East"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Tarpon Springs"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="34689"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Ferrari"/>	<input type="text" value="Stefano"/>	<input type="text"/>

Street Address 1	Street Address 2
<input type="text"/>	<input type="text"/>

915 Klosterman Road East

City

State/Province/Country

ZIP/Postal Code

Tarpon Springs

FLORIDA

34689

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Jabbour

Jerome

Street Address 1

Street Address 2

915 Klosterman Road East

City

State/Province/Country

ZIP/Postal Code

Tarpon Springs

FLORIDA

34689

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Stern

Adam

Street Address 1

Street Address 2

915 Klosterman Road East

City

State/Province/Country

ZIP/Postal Code

Tarpon Springs

FLORIDA

34689

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

## 4. Industry Group

Agriculture

### Banking & Financial Services

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial

Services

Business Services

### Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

### Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

### Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

### Technology

Computers

Telecommunications

Other Technology

### Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

## 5. Issuer Size

### Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)

## 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

**Upon this closing, Matinas Merger Sub our wholly owned subsidiary merged with and into Matinas BioPharma, Inc. and became our wholly owned subsidiary. The stockholders of Matinas BioPharma will receive 9,000,000 shares of our Stock and Warrants**

## 11. Minimum Investment

Minimum investment accepted from any outside investor  USD

## 12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
<input type="text" value="Aegis Capital Corp."/>	<input type="text" value="15007"/>	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="810 7th Ave"/>	<input type="text" value="18th Floor"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10019"/>
State(s) of Solicitation <input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US		

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
<input type="text" value="NYPPEX, LLC"/>	<input type="text" value="47654"/>	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="800 Westchester Avenue"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Rye Brook"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10573"/>
State(s) of Solicitation <input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US		

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
<input type="text" value="Kingsbury Capital LLC"/>	<input type="text" value="147102"/>	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text" value="One Rotary Center"/>	<input type="text" value="1560 Sherman Ave, Suite 803"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Evanston"/>	<input type="text" value="ILLINOIS"/>	<input type="text" value="60201"/>
State(s) of Solicitation <input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US		

## 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite  
Total Amount Sold \$  USD  
Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

**Contemporaneously with this closing, Issuer completed a private placement with existing stockholders of 500,000 warrants to purchase common stock.**

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,   
Number of such non-accredited investors who already have invested in the offering  
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate  
Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

**Some proceeds to be used for general working capital purposes which may include salaries and payments to officers and directors listed in Item 3.**

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and

agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>Matinas BioPharma Holdings, Inc.</b>	<b>/s/ Roelof Rongen</b>	<b>Roelof Rongen</b>	<b>President and CEO</b>	<b>2013-08-06</b>