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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 000-15006

**MATINAS BIOPHARMA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**No. 46-3011414**

(I.R.S. Employer Identification No.)

**1545 Route 206 South, Suite 302**

**Bedminster, New Jersey 07921**

(Address of principal executive offices) (Zip Code)

**908-443-1860**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 14, 2014, 32,000,000 shares of common stock, \$0.0001 par value per share, were outstanding.

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**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q for Matinas BioPharma Holdings, Inc., for the period ended March 31, 2014, filed with the Securities and Exchange Commission on May 14, 2014 (the "Form 10-Q"), is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405(a)(2)(ii) of Regulation S-T. Exhibit 101 consists of the interactive data files that were not included in the Form 10-Q, as allowed by the 30-day grace period for the first time the registrant submits such files.

No other changes were made to the Form 10-Q. This Amendment No. 1 does not change or update the disclosures set forth in the Form 10-Q as originally filed and does not reflect events that may have occurred subsequent to the original filing of the Form 10-Q.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MATINAS BIOPHARMA HOLDINGS, INC.**

BY:

/s/ Roelof Rongen

Roelof Rongen  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: June 6, 2014

/s/ Gary Gaglione

Gary Gaglione  
Interim Chief Financial Officer  
(Principal Financial and Accounting Officer)

Dated: June 6, 2014

## EXHIBIT INDEX

- 3.1 Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (Reg. No. 333-193455), filed February 7, 2014 with the Securities and Exchange Commission.
- 3.2 Bylaws of the Company, incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 (Reg. No. 333-193455), filed February 7, 2014 with the Securities and Exchange Commission.
- 31.1\* Certification of President and Chief Executive Officer
- 31.2\* Certification of Interim Chief Financial Officer
- 32.1\* Section 1350 Certifications
- 101\*\* The following materials from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheet at March 31, 2014 and December 31, 2013 (unaudited), (ii) Consolidated Statements of Operations and Comprehensive Loss for the three month periods ended March 31, 2014 and 2013, (iii) Consolidated Statements of Cash Flows for the three month periods ended March 31, 2014 and 2013 (unaudited) and (iv) Notes to Consolidated Financial Statements (unaudited)

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\* Previously filed on May 14, 2014 as an exhibit to the quarterly report on Form 10-Q for the period ended March 31, 2014.

\*\* In accordance with Rule 406T of Regulation S-T, the Interactive Data Files in Exhibit 101 to this Quarterly Report on Form 10-Q are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.