

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 10, 2015

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MATINAS BIOPHARMA HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

46-3011414  
(IRS Employer  
ID Number)

1545 Route 206 South, Suite 302  
Bedminster, New Jersey  
(Address of principal executive offices)

07921  
(Zip Code)

Registrant's telephone number, including area code: (908) 443-1860

Not Applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 1.01 Entry into a Material Definitive Agreement.**

On April 10, 2015, Matinas BioPharma Holdings, Inc. (the “Company”) conducted a final closing (the “Final Closing”) of a private placement offering to accredited investors (the “Offering”) of the Company’s units (the “Units”) at a price of \$0.50 per Unit, with each Unit consisting of: (i) one share of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), and (ii) a five-year warrant to purchase one share of Common Stock at an exercise price of \$0.75 per share (“Warrants”). The Warrants are callable by the Company following the effectiveness of the registration statement covering the resale of the shares of Common Stock underlying the Warrants if the closing bid price for the Company’s Common Stock is at or above \$3.00 per share for the twenty (20) consecutive trading days immediately prior to such a call and provided that the registration statement is current at the time.

In connection with the Offering, the Company entered into definitive subscription agreements (the “Subscription Agreements”) with accredited investors (the “Investors”) and issued an aggregate of 20,000,000 Units in the Offering, consisting of an aggregate of 20,000,000 shares of Common Stock and Warrants to purchase an aggregate 20,000,000 shares of Common Stock for aggregate gross proceeds to the Company of \$10,000,000.

In addition, the Company entered into a Registration Rights Agreement with the Investors pursuant to which the Company has granted the Investors certain registration rights requiring the Company, within sixty (60) days following the Final Closing of the Offering, to file a registration statement with the Securities and Exchange Commission covering the resale by the Investors of the shares of Common Stock and shares of Common Stock underlying the Warrants issued in the Offering. The Subscription Agreements also contain customary representations, warranties and agreements. The net proceeds to the Company from the Offering, after deducting the placement agent fees described below and other estimated Offering expenses, were approximately \$8.5 million. The Company intends to use the net proceeds from this Offering to fund research and development and for working capital and general corporate purposes.

The Company entered into a Placement Agency Agreement with Aegis Capital Corp. pursuant to which Aegis acted as the Company’s exclusive placement agent (the “Placement Agent”) for the Offering. Immediately prior to the Offering, the Placement Agent and its affiliates beneficially owned an aggregate of more than 10% of our outstanding equity securities. In addition, Adam Stern, Head of Private Equity Banking at Aegis, is a member of the Company’s board of directors. Pursuant to the terms of the Placement Agency Agreement, in connection with the Offering, the Company paid the Placement Agent an aggregate cash fee of \$1,000,000 and non-accountable expense allowance of \$300,000 and will issue to the Placement Agent or its designees warrants (substantially similar to the Warrants) to purchase 2,000,000 shares of Common Stock at \$0.50 per share and additional warrants to purchase 2,000,000 shares of Common Stock at \$0.75 per share. In addition, the Company has agreed to engage the Placement Agent as our warrant solicitation agent in the event the Warrants are called for redemption and shall pay a warrant solicitation fee to the Placement Agent equal to five (5%) percent of the amount of funds solicited by the Placement Agent upon the exercise of the Warrants following such redemption.

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Participants in the Offering included members of the Board of Directors and management of the Company and affiliates of the Placement Agent.

The securities issued in the Offering as described above, including the Common Stock, Warrants and the placement agent warrants, have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and were made pursuant to the exemptions from registration provided by Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Such securities are therefore restricted in accordance with Rule 144 under the Securities Act.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security. The securities described herein have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States or any state thereof absent registration under the Securities Act and applicable state securities laws or an applicable exemption from registration requirements.

The material agreements described in this Current Report on Form 8-K will be filed as exhibits in our next periodic report due to be filed under the Exchange Act.

On April 10, 2015, the Company issued a press release announcing the Offering. A copy of the Company's press release is being filed herewith as Exhibit 99.1.

**Item 3.02 Unregistered Sales of Equity Securities.**

The number of securities to be issued, the nature of the transaction and the nature and amount of consideration received by the Company are described in Item 1.01 of this Form 8-K, which is incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated April 10, 2015.

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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 hereunto duly authorized.

**MATINAS BIOPHARMA HOLDINGS, INC.**

Date: April 10, 2015

/s/ Roelof Rongen

Roelof Rongen, President and Chief Executive Officer

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## Matinas BioPharma Completes Private Placement of \$10 Million

**BEDMINSTER, NJ (April 10, 2015)** – Matinas BioPharma Holdings, Inc. (“Matinas BioPharma” or the “Company”) (OTCQB: MTNB), a clinical-stage biopharmaceutical company focused on the development and commercialization of lipid-based prescription therapeutics for the treatment of infectious diseases and cardiovascular and metabolic conditions, today announced the closing of a \$10 million private placement equity financing, which represents the full amount of the offering. The Company sold to accredited investors an aggregate of 20,000,000 units at a price of \$0.50 per unit, with each unit consisting of one share of the Company’s common stock and a five-year warrant to purchase one share of common stock at an exercise price of \$0.75 per share.

The net proceeds to the Company from the offering were approximately \$8.5 million. The net proceeds will be used for research and development activities and for working capital and general corporate purposes.

SternAegis Ventures, through Aegis Capital Corp., acted as the exclusive Placement Agent for the offering. Participants in the offering included members of the Board of Directors and management of the Company and affiliates of the Placement Agent.

The securities issued in the offering have not been registered under the Securities Act of 1933, as amended (the “Securities Act”). Such securities are therefore restricted in accordance with Rule 144 under the Securities Act.

This Press Release does not constitute an offer to sell or the solicitation of an offer to buy any security. The securities described herein have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States or any state thereof absent registration under the Securities Act and applicable state securities laws or an applicable exemption from registration requirements.

### **About Matinas BioPharma**

Matinas BioPharma is a clinical-stage biopharmaceutical company with a focus on identifying and developing novel lipid-based pharmaceutical products for the treatment of infective diseases and cardiovascular and metabolic conditions. Led by an experienced management team and a board of directors with a history of building pharmaceutical companies, Matinas BioPharma is focused on creating highly differentiated, safe and efficacious therapies utilizing its expertise in drug formulation and development in order to address significant unmet medical needs. Recent additions to its product pipeline, including MAT2203 and MAT2501, position Matinas BioPharma to become a leader in the safe and effective delivery of anti-infective therapies utilizing its proprietary lipid-crystal nano-particle cochleate formulations. For more information, please visit [www.matinasbiopharma.com](http://www.matinasbiopharma.com) and connect with the Company on Twitter, LinkedIn, Facebook, and Google+.

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**Forward Looking Statements:** *This release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including those relating to the expected use of proceeds from the offering, the Company's cash flow and working capital needs and other statements that are predictive in nature, that depend upon or refer to future events or conditions. All statements other than statements of historical fact are statements that could be forward-looking statements. Forward-looking statements include words such as "expects," "anticipates," "intends," "plans," "could," "believes," "estimates" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from any future results expressed or implied by the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, our ability to obtain additional capital to meet our liquidity needs on acceptable terms, or at all, including the additional capital which will be necessary to complete the clinical trials of our product candidates; our ability to successfully complete research and further development and commercialization of our product candidates; the uncertainties inherent in clinical testing; the timing, cost and uncertainty of obtaining regulatory approvals; our ability to protect the Company's intellectual property; the loss of any executive officers or key personnel or consultants; competition; changes in the regulatory landscape or the imposition of regulations that affect the Company's products; and the other factors listed under "Risk Factors" in our filings with the SEC, including Forms 10-K, 10-Q and 8-K. Investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this release. Except as may be required by law, the Company does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Matinas BioPharma's product candidates are all in a development stage and are not available for sale or use.*

**Investor and Media Contact**

Jenene Thomas  
Investor Relations and Corporate Communications Advisor  
Jenene Thomas Communications, LLC  
Phone: +1 (908) 938-1475  
Email: [jthomas@matinasbiopharma.com](mailto:jthomas@matinasbiopharma.com)

Source: Matinas BioPharma Holdings, Inc.

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