

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 13, 2017

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

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.)

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 3.02. Unregistered Sales of Equity Securities.

Matinas BioPharma Holdings, Inc. previously filed a Schedule TO pursuant to which it offered (the “Offer to Amend and Exercise”) to amend certain outstanding warrants (the “Original Warrants”) to purchase an aggregate of 36,728,612 shares of common stock to: (i) reduce the exercise price of the Original Warrants to \$0.50 per share of common stock in cash, (ii) shorten the exercise period of the Original Warrants so that they expire concurrently with the expiration of the Offer to Amend and Exercise at 5:00 p.m. (Eastern Time) on January 13, 2017, as may be extended by the Company in its sole discretion (“Expiration Date”), (iii) restrict the ability of the holder of shares issuable upon exercise of the Amended Warrants to sell, make any short sale of, loan, grant any option for the purchase of, or otherwise dispose of any of such shares without the prior written consent of the Company for a period of six months after the Expiration Date (the “Lock-Up Period”); and (iv) provide that a holder, acting alone or with others, will agree not to effect any purchases or sales of any securities of the Company in any “short sales” as defined in Rule 200 promulgated under Regulation SHO under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or any type of direct and indirect stock pledges, forward sale contracts, options, puts, calls, short sales, swaps, “put equivalent positions” (as defined in Rule 16a-1(h) under the Exchange Act) or similar arrangements, or sales or other transactions through non-U.S. broker dealers or foreign regulated brokers through the expiration of the Lock-Up Period.

The Offer to Amend and Exercise expired at 5:00 p.m. Eastern Time on January 13, 2017. Pursuant to the Offer to Amend and Exercise, an aggregate of 30,966,350 Original Warrants were tendered by their holders and were amended and exercised in connection therewith for an aggregate exercise price of approximately \$15.5 million, including the following: 3,750,000 Formation Warrants; 754,000 Merger Warrants; 7,243,750 2013 Investor Warrants; 500,000 Private Placement Warrants; 14,750,831 2015 Investor Warrants; 722,925 \$2.00 PA Warrants (of which 721,987 were exercised on a cashless basis); 1,426,687 \$1.00 PA Warrants (of which 1,424,812 were exercised on a cashless basis); and 1,818,157 \$0.75 PA Warrants (of which 1,774,017 were exercised on a cashless basis). The gross cash proceeds from such exercises were approximately \$13.5 million and the net cash proceeds after deducting warrant solicitation agent fees and other estimated offering expenses were approximately \$12.7 million. Prior to the Offer to Amend and Exercise, the Company had 58,159,495 shares of common stock outstanding and warrants to purchase an aggregate of 40,255,234 shares of common stock. Following the Offer to Amend and Exercise, the Company had 87,310,154 shares of common stock outstanding and warrants to purchase an aggregate of 9,288,884 shares of common stock.

The Company retained Aegis Capital Corp. (“Aegis Capital”) to act as its Warrant Agent for the Offer to Amend and Exercise pursuant to a Warrant Agent Agreement. Aegis Capital received a fee equal to 5% of the cash exercise prices paid by holders of the Original Warrants (excluding the placement agent warrants) who participated in the Offer to Amend and Exercise. In addition, the Company agreed to reimburse Aegis Capital for its reasonable out-of-pocket expenses and attorney’s fees, including a \$35,000 non-accountable expense allowance. The foregoing description of the Warrant Agent Agreement is intended to be a summary and is qualified in its entirety by reference to such document, which was previously filed as Exhibit (d)(1) to the Company’s Schedule TO filed with the SEC.

The Company issued the Original Warrants in private placement transactions in reliance on the exemptions from registration provided by Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Similarly, the issuance of the shares of the Company’s common stock upon the amendment and exercise of the 30,966,350 Original Warrants was exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder.

Item 7.01 Regulation FD Disclosure.

On January 19, 2017, the Company issued a press release to report the results of the Offer to Amend and Exercise. The press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

Exhibit	Description
10.1	Warrant Agent Agreement, dated December 14, 2016, by and between Aegis Capital Corp and the Company. (Incorporated by reference to Exhibit (d)(1) to the Company’s Schedule TO filed on December 14, 2016)
99.1	Press Release dated January 19, 2017

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: January 19, 2017

/s/ Roelof Rongen

Roelof Rongen, Chief Executive Officer



Matinas BioPharma Successfully Completes Warrant Tender Offer— Raises \$13.5 Million from Exercise of Warrants

– Proceeds extends cash runway through the first quarter of 2018 and better positions Company for up-listing to a national securities exchange –

Bedminster, NJ (January 19, 2017) – Matinas BioPharma Holdings, Inc. (**OTCQB: MTNB**), a clinical-stage biopharmaceutical company focused on developing innovative anti-infectives for orphan indications, announced today the successful completion of its tender offer to amend and exercise certain categories of existing warrants, which expired at 5:00 p.m. Eastern Standard Time on January 13, 2017. The gross cash proceeds from the warrant exercises were \$13.5 million with net cash proceeds, after deducting warrant solicitation agent fees and other estimated offering expenses, totaling approximately \$12.7 million.

“We are pleased with the significant participation in our warrant tender and extremely grateful to our loyal shareholders,” commented Roelof Rongen, Chief Executive Officer. “Strategically leveraging this self-financing mechanism not only simplifies our capital structure but importantly significantly improves our financial strength and better positions the Company for an up-listing to a national securities exchange in the near future. Additionally, proceeds from this transaction will help us to further advance our lead anti-infective product candidates, MAT2203 and MAT2501 beyond key clinical data readouts during 2017.”

As of the expiration date, an aggregate of 30,966,350 original warrants were tendered by their holders and were amended and exercised, representing approximately 84.31% of the Company’s 36,728,612 warrants included in the tender offer. SternAegis Ventures, through Aegis Capital Corp. acted as the warrant solicitation agent.

Complete terms and conditions of the offer were set forth in the offer to amend and exercise, Letter to Holders of Original Warrants and other related materials that were filed as exhibits to the Tender Offer Statement on Schedule TO filed by Matinas BioPharma Holdings, Inc. with the Securities and Exchange Commission (the "SEC") on December 14, 2016, as amended and supplemented by Amendment No. 1 filed on January 5, 2017 and Amendment No. 2 filed on January 19, 2017. Copies of the offer to amend and exercise, Letter to Holders of Original Warrants and other related materials are available on the SEC's website, at www.sec.gov.

About Matinas BioPharma

Matinas BioPharma is a clinical-stage biopharmaceutical company focused on developing innovative anti-infectives for orphan indications. The Company's proprietary, disruptive technology utilizes lipid-crystal nano-particle cochleates to nano-encapsulate existing drugs, making them safer, more tolerable, less toxic and orally bioavailable. The Company's lead drug candidate MAT2203, currently in Phase 2, is an orally-administered, encochleated formulation of amphotericin B (a broad spectrum fungicidal agent). The Company has an open Investigational New Drug (IND) application for MAT2501, currently in Phase 1, which is an orally-administered, encochleated formulation of amikacin (a broad spectrum aminoglycoside antibiotic agent) for acute bacterial infections, including non-tuberculous mycobacterium (NTM) and multi-drug resistant gram-negative bacterial infections.



The Company's lead anti-infective product candidates, 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 formulation technology. For more information, please visit www.matinasbiopharma.com and connect with the Company on [Twitter](#), [LinkedIn](#), [Facebook](#), and [Google+](#).

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 Company's strategic focus and the future development of its product candidates, including MAT2203 and MAT2501, the Company's plans to apply for listing on a national securities exchange, the anticipated timing of regulatory submissions, the anticipated timing of clinical studies, the Company's ability to identify and pursue development and partnership opportunities for its products or platform delivery technology on favorable terms, if at all, and the ability to obtain required regulatory approval 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 maintain and derive benefit from the Qualified Infectious Disease Product (QIDP), Orphan and/or Fast Track designations for MAT2203 and MAT2501, which does not change the standards for regulatory approval or guarantee regulatory approval on an expedited basis, or at all; 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 Contact

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Source: Matinas BioPharma Holdings, Inc.

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