
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Matinas BioPharma Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001
(Title of Class of Securities)

576810105
(CUSIP Number)

October 29, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of reporting persons. Boxer Capital, LLC	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 7,142,858
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 7,142,858
9	Aggregate amount beneficially owned by each reporting person. 7,142,858	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 7.0%*	
12	Type of reporting person OO	

* Based on 101,779,249 shares of the Issuer's common stock outstanding which is the sum of (i) 94,636,391 shares of common stock outstanding as of September 12, 2018 as set forth in the Issuer's proxy statement filed with the Securities and Exchange Commission on September 24, 2018 and (ii) 7,142,858 shares of common stock issued in an at-the-market offering.

1	Name of reporting persons. Boxer Asset Management Inc.	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. Bahamas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 7,142,858
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 7,142,858
9	Aggregate amount beneficially owned by each reporting person. 7,142,858	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 7.0%*	
12	Type of reporting person CO	

* Based on 101,779,249 shares of the Issuer's common stock outstanding which is the sum of (i) 94,636,391 shares of common stock outstanding as of September 12, 2018 as set forth in the Issuer's proxy statement filed with the Securities and Exchange Commission on September 24, 2018 and (ii) 7,142,858 shares of common stock issued in an at-the-market offering.

1	Name of reporting persons. Joe Lewis	
2	Check the appropriate box if a member of a group. (See instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only.	
4	Citizenship or place of organization. United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	Sole voting power. -0-
	6	Shared voting power. 7,142,858
	7	Sole dispositive power. -0-
	8	Shared dispositive power. 7,142,858
9	Aggregate amount beneficially owned by each reporting person. 7,142,858	
10	Check box if the aggregate amount in row (9) excludes certain shares (see instructions). <input type="checkbox"/>	
11	Percent of class represented by amount in row (9). 7.0%*	
12	Type of reporting person IN	

* Based on 101,779,249 shares of the Issuer's common stock outstanding which is the sum of (i) 94,636,391 shares of common stock outstanding as of September 12, 2018 as set forth in the Issuer's proxy statement filed with the Securities and Exchange Commission on September 24, 2018 and (ii) 7,142,858 shares of common stock issued in an at-the-market offering.

Item 1(a). Name of Issuer:

Matinas BioPharma Holdings, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

1545 Route 206 South, Suite 302
Bedminster, NJ 07921

Item 2(a). Name of Person Filing:

This Schedule 13G is jointly filed by Boxer Capital, LLC ("Boxer Capital"), Boxer Asset Management Inc. ("Boxer Management") and Joe Lewis (together with Boxer Capital and Boxer Management, the "Reporting Persons"). Boxer Management is the managing member and majority owner of Boxer Capital. Joe Lewis is the sole indirect beneficial owner of and controls Boxer Management.

Item 2(b). Address of Principal Business Office, or, if none, Residence:

The principal business address of Boxer Capital is: 11682 El Camino Real, Suite 320, San Diego, CA 92130. The principal business address of Boxer Management and Joe Lewis is: Cay House, EP Taylor Drive N7776, Lyford Cay, New Providence, Bahamas.

Item 2(c). Citizenship:

Boxer Capital is a limited liability company organized under the laws of Delaware. Boxer Management is a corporation organized under the laws of the Bahamas. Joe Lewis is a citizen of the United Kingdom.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 (the "Common Stock")

Item 2(e). CUSIP Number:

576810105

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.**(a) Amount beneficially owned:**

The Reporting Persons beneficially own 7,142,858 shares of Common Stock.

(b) Percent of class:

The number of shares of Common Stock beneficially owned by the Reporting Persons represent 7.0% of the Issuer's outstanding Common Stock (based on 101,779,249 shares of Common Stock outstanding which is the sum of (i) 94,636,391 shares of Common Stock outstanding as of September 12, 2018 as set forth in the Issuer's proxy statement filed with the Securities and Exchange Commission on September 24, 2018 and (ii) 7,142,858 shares of Common Stock issued in an at-the-market offering).

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

None of the Reporting Persons has sole power to vote or to direct the vote of any shares of Common Stock.

(ii) Shared power to vote or to direct the vote:

The Reporting Persons have shared power to vote or to direct the vote of the 7,142,858 shares of Common Stock they beneficially own.

(iii) Sole power to dispose or to direct the disposition of:

None of the Reporting Persons has sole power to dispose or to direct the disposition of any shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of:

The Reporting Persons have shared power to dispose or to direct the disposition of the 7,142,858 shares of Common Stock they beneficially own.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Only Boxer Capital has the right to receive dividends and the proceeds from the sale of the shares of Common Stock held by Boxer Capital.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Exhibits

- 1 Joint Filing Agreement, dated November 8, 2018, among the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 8, 2018

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

/s/ Joseph C. Lewis

Joseph C. Lewis, Individually

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G with respect to the common stock of Matinas BioPharma Holdings, Inc., par value \$0.0001, is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of November 8, 2018.

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jason Callender

Name: Jason Callender

Title: Director

JOSEPH C. LEWIS

/s/ Joseph C. Lewis

Joseph C. Lewis, Individually