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**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): September 5, 2018

**MATINAS BIOPHARMA HOLDINGS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**001-38022**  
*(Commission  
File Number)*

**46-3011414**  
*(IRS Employer  
Identification No.)*

**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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of New Director***

On September 5, 2018, upon the recommendation of the Nominating and Corporate Governance Committee of Matinas BioPharma Holdings, Inc. (the “Company” or “Matinas”), the Board of Directors of Matinas increased the size of the board to seven members and appointed Patrick G. LePore, age 63, effective immediately, to fill the newly created director position. Mr. LePore will hold this position until the next annual meeting of the Company’s shareholders or until his successor is elected and qualified, subject to his earlier resignation or removal. Mr. LePore has also been appointed to serve as Vice Chairman of the Board and as a member of the Company’s Compensation Committee and Nominating and Corporate Governance Committee.

Mr. LePore served as chairman, chief executive officer and president of Par Pharmaceuticals, Inc. (NYSE:PRX) from September 2006 until the company’s acquisition by private equity investor TPG in November 2012. He remained as chairman of the new company where he led the sale of the company to Endo Pharmaceuticals (NASDAQ: ENDP). Mr. LePore began his career with Hoffmann LaRoche. Later, he founded Boron LePore and Associates, a medical communications company, which he took public in 1997 and which was eventually sold to Cardinal Health. He is a member of the board of directors of Lannett Company, Inc. (NYSE: LCI) and is a trustee of Villanova University. He previously served as a member of the board of directors of PharMerica Corporation (NYSE: PMC) and Innoviva, Inc. (NASDAQ: INVA). Mr. LePore earned his bachelor’s degree from Villanova University and Master of Business Administration from Fairleigh Dickinson University.

Mr. LePore will participate in the Company’s standard non-employee director compensation policy. The policy provides for the following compensation amounts payable in cash, or upon election by such non-employee director, in shares of unrestricted common stock: (i) each non-employee director is entitled to receive an annual fee of \$50,000, (ii) the chairman of the board is entitled to receive an additional annual fee of \$25,000, (iii) the vice chairman of the board is entitled to receive an additional annual fee of \$20,000, (iv) the chair of our audit committee is entitled to receive an annual fee from us of \$15,000 and other members of our audit committee are entitled to receive \$7,500; (v) the chair of our compensation committee is entitled to receive an annual fee from us of \$12,000 and other members of our compensation committee are entitled to receive \$6,000; and (vi) the chair of our nominating and corporate governance committee is entitled to receive an annual fee from us of \$7,500 and other members are entitled to receive \$4,000. Upon joining the Board Mr. LePore will receive an initial option grant to purchase 150,000 shares, which shall vest over three years. In addition, as of the date of each annual meeting of the shareholders, each non-employee director will receive an option grant to purchase of our common stock valued at \$80,000 as determined by the Black Scholes method on the date of grant under our existing equity incentive plan, or any other equity incentive plan we may adopt in the future, which shall vest in twelve equal monthly installments.

The Company will enter into an indemnification agreement with Mr. LePore (the “Indemnification Agreement”), in the Company’s standard form which has been previously entered into by the Company with its directors and executive officers.

***Departure of Certain Officers***

On September 5, 2018, Gary Gaglione, the Company’s acting chief financial officer, notified the Board that he planned to retire effective September 30, 2018. In connection with Mr. Gaglione’s retirement, Mr. Gaglione will be provided with an extension through two years after termination date of the exercise period for his vested stock options. The Board of Directors of Matinas wishes to express its gratitude and sincere appreciation to Mr. Gaglione for the dedication and guidance he has provided to Matinas over the years.

**Item 7.01. Regulation FD Disclosure.**

On September 6, 2018, the Company issued a press release announcing the appointment of Patrick G. LePore to the Company’s Board of Directors. A copy of the press release is furnished as Exhibit 99.1 hereto. In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of 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.**

(d)	<u>Exhibit No.</u>	<u>Description.</u>
	99.1	<a href="#">Press Release, dated September 6, 2018.</a>

**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.**

Dated: September 6, 2018

By: /s/ Jerome D. Jabbour

Name: Jerome D. Jabbour

Title: Chief Executive Officer





### **Matinas BioPharma Announces Appointment of Industry Leader Patrick G. LePore to Board of Directors**

**Bedminster, NJ (September 6, 2018)** – Matinas BioPharma Holdings, Inc. (NYSE AMER: MTNB), a clinical-stage biopharmaceutical company focused on enabling targeted intracellular delivery of life-changing medicines using its proprietary lipid nano-crystal (LNC) platform technology, today announced the appointment of Patrick G. LePore as Vice Chairman to the Company’s Board of Directors.

“We are delighted to welcome Pat to the Matinas Board,” commented Herbert Conrad, Chairman of the Matinas BioPharma Board of Directors. “The addition of this well known and well-respected industry leader to our Board represents clear acknowledgement of the potential for our Company and for our LNC technology to be a best-in-class drug delivery platform.”

“Pat is a distinguished leader in the pharmaceutical industry and brings business, operational and financial acumen, along with a wealth of industry contacts, all of which we believe will be invaluable to Matinas as we drive the Company through its next stage of growth,” commented Jerome D. Jabbour, Chief Executive Officer of Matinas.

Mr. LePore brings leadership and expertise in the pharmaceutical industry spanning both private and public sectors with significant board and operational experience. He has extensive experience in all areas of executive management including executive development, strategic planning, mergers and acquisition, business development, investor relations and corporate governance during his more than 30-year professional career. Most notably, Mr. LePore served as Chairman, CEO and President of Par Pharmaceuticals, Inc. (NYSE: PRX) from September 2006 through November 2012. Par Pharmaceuticals, a fully integrated healthcare company, was a leader in the development, licensing, manufacturing and distribution of generic and branded drugs. During his tenure, Mr. LePore oversaw the management of over 2,000 employees with facilities in New York, California and Chennai India. He also oversaw the growth of its brand division, Strativa, its sales force and the acquisition of several products. Through Mr. LePore’s leadership, Par increased its value and market presence culminating in its sale to Texas Pacific Group (TPG), in a go private transaction, for approximately \$2 billion. Mr. LePore transitioned to Chairman of the new company beginning in November 2012 and directed its eventual sale to Endo (NASDAQ: ENDP) for over \$8 billion in 2015. He began his career with Hoffmann La Roche and then founded Boron LePore and Associates, a medical communications company, which he took public in 1997 and was eventually sold to Cardinal Health in 2002.

“I am thrilled to be joining Matinas, at what I believe is a very important transitional period for the Company. Matinas’ LNC platform delivery technology has shown a tremendous amount of potential in exciting therapeutic areas where solutions are needed to address major delivery challenges. I look forward playing a key leadership role and working closely with Jerry to advance its development with a goal of creating important and meaningful products for patients while hopefully driving significant shareholder value,” commented Mr. LePore.

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## About Matinas BioPharma

Matinas BioPharma is a clinical-stage biopharmaceutical company focused on developing innovative medicines using its lipid nano-crystal (LNC) platform delivery technology. The Company's proprietary, disruptive technology utilizes lipid-crystal nano-particles to nano-encapsulate small molecules, oligonucleotides, vaccines and other medicines potentially making them safer, more tolerable, less toxic and orally bioavailable.

The Company's lead anti-fungal product candidate, MAT2203, positions Matinas BioPharma to become a leader in the safe and effective delivery of anti-infective therapies utilizing its proprietary LNC formulation technology.

For more information, please visit [www.matinasbiopharma.com](http://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 anticipated capital and liquidity needs, strategic focus and the future development of its product candidates, including MAT2203, the anticipated timing of regulatory submissions, the anticipated timing of clinical studies, the anticipated timing of regulatory interactions, 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, 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**

Jenene Thomas  
Jenene Thomas Communications, LLC  
Phone: +1 (833) 475-8247  
Email: [mtnb@jtcir.com](mailto:mtnb@jtcir.com)

### **Media Contact**

Eliza Schleifstein  
Scient Public Relations  
Phone: + 1 (917) 763-8106  
Email: [eliza@scientpr.com](mailto:eliza@scientpr.com)

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