FORM 4	4
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)		-									
1. Name and Address of Reporting CONRAD HERBERT J	2. Issuer Name <b>and</b> Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner					
(Last) (First) C/O MATINAS BIOPHARM INC., 1545 ROUTE 206 SOU		3. Date of Earliest Transaction (Month/Day/Year) 05/16/2019				Officer (give title below)	Other (specify	below)			
(Street) BEDMINSTER, NJ 07921	4. If Amendment	4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Gr									
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transac Code (Instr. 8)	tion	4. Securi (A) or Di (Instr. 3,	isposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock, par value \$0.0001 per share	05/16/2019		Р		25,000	А	\$ 0.9646 (1)	172,959	Ι	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad and Judith Conrad, Trustees	
Common Stock, par value \$0.0001 per share								122,019	D		
Common Stock, par value \$0.0001 per share								3,784,944	Ι	Herbert Conrad 2019 Grantor Retained Annuity Trust (GRAT)	

 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
 SEC 1474 (9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cans, warrants, options, convertible securities)											
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Number	and Expiration Date	Amount of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of	(Month/Day/Year)	Underlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Securities		(Instr. 3 and		Owned	Security:	(Instr. 4)
	Security				Acquired		4)		Following	Direct (D)	
					(A) or				Reported	or Indirect	
					Disposed				Transaction(s)	(I)	
					of (D)				(Instr. 4)	(Instr. 4)	
					(Instr. 3,						
					4, and 5)						
						I <u></u>		1			

		Celt	N			Date Exercisable	Expiration Date	Title	of		
		Code	V	(A)	(D)				Shares		

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CONRAD HERBERT J C/O MATINAS BIOPHARMA HOLDINGS, INC. 1545 ROUTE 206 SOUTH SUITE 302 BEDMINSTER, NJ 07921	Х						

### Signatures

/s/_Jerome D. Jabbour, attorney-in fact for Herbert J. Conrad	05/20/2019
***Signature of Reporting Person	Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions ranged from \$0.9563 to \$0.9650, inclusive. Upon request of the SEC staff, the reporting person will provide full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.