FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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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

	Reporting Pe	*														
1. Name and Address of Reporting Person* WIKLER MATTHEW				2. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH SUITE 302				3. Date of Earliest Transaction (Month/Day/Year) 12/31/2019						Office	er (give title belo	ow)	Other (specify b	elow)		
(Street) BEDMINSTER,, NJ 07921				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person					
	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		if Co (In	f Code (Instr. 8)		4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)		dof	Beneficia Reported	ally Owned Following Transaction(s)		Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(Code	V	Amour			ce			(I) (Instr. 4)	(IIIsti. 4)	
Stock, par er share	value	12/31/2019				A		6,994 (1)	A	\$ (163,118			D		
						t cquire	he fo	orm dis	splays a of, or Be	a cui enefic	rently valid	OMB con				
2. Conversion or Exercise Price of Derivative Security	Date	n 3A. Deemed Execution Da Year) any	4. Tra Coc Year) (Ins	nsaction de str. 8)	5. Num of Deri Secu Acqu (A) C Disp of (I (Inst: 4, an	ber vative rities nired or osed 0) r. 3, d 5)	6. Da and E (Mon	ite Exer Expiration htth/Day/	cisable on Date 'Year)	on P	Title and Amount of Underlying Securities Instr. 3 and) Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indirect)	Beneficia Ownersh : (Instr. 4)	
	STER,, N Curity Stock, pare er share conversion or Exercise Price of Derivative	STER,, NJ 07921 (State) Stock, par value er share 2. Conversion or Exercise Price of Derivative 3. Transactio Date (Month/Day/	Stock, par value eport on a separate line for each class of security 2. Transaction Date (Month/Day/Year) Table II - Conversion or Exercise Price of Derivative Table II - Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date (Month/Day/Year) 34. Deemed Execution Date any (Month/Day/Year)	STER,, NJ 07921 (State) (Street) (A. If Amely	STER,, NJ 07921 (Street) STER,, NJ 07921 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock, par value er share 2. Table II - Derivative Securities beneficially of the Execution Date (e.g., puts, calls, vertice) (Month/Day/Year) Table II - Derivative Securities Deneficially of the Execution Date (e.g., puts, calls, vertice) (Month/Day/Year) 2. Table II - Derivative Securities Deneficially of the Execution Date (e.g., puts, calls, vertice) (Month/Day/Year) 2. Table II - Derivative Securities Deneficially of the Execution Date (e.g., puts, calls, vertice) (Instr. 8)	STER, NJ 07921 (Street) (A. If Amendment, Date Execution Date, if (Instr. 8) (Instr. 8) (A. Deemed Execution Date, if (Instr. 8) (A. Deemed Execution Date,	STER,, NJ 07921 (State) (State) (State) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (Instr. 3) (A) or Disposed of (D) (Instr. 3) (Instr. 3)	A STER, NJ 07921 (Street) STER, NJ 07921 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock, par value er share 2. Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, and Execution Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and Executity 3. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Diate (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and I (Morth/Day/Year) 4. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercise (D) (Instr. 3, 4, and 5)	STER, NJ 07921	STER., NJ 07921 (State) (State) (State) (State) (State) (State) (Code (A) or Disposed (Instr. 8) (Instr. 8) (Instr. 3, 4 and Execution Date (e.g., puts, calls, warrants, options, convertible see of Conversion Date (Month/Day/Year) (Month/Day/Year) (Code (A) or Disposed of Oberivative Securities Securities Acquired (Instr. 8) (Code (B) (Instr. 8) (Code (C) (Instr. 8) (Code (C) (Instr. 8) (Code (Instr. 8) (Co	STER., NJ 07921 STER., NJ 07921 Capturity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) STER., NJ 07921 Capturity 2. Transaction Date (Month/Day/Year) Code V Amount (D) (Instr. 3, 4 and 5) Code V Amount (D) Pri (D) Pri (D) (Instr. 3) Code Capturity (Nonth/Day/Year) Capturity (Nonth/Day/Year) Code Capturity (Nonth/Day/Year) Capturity (Nonth/Day/Year)	STER., NJ 07921 STER., NJ 07921 Cap A If Amendment, Date Original Filed(Month/Day/Year) STER., NJ 07921 Cap A If Amendment, Date Original Filed(Month/Day/Year) A If Amendment, Date Original Filed(Month/Day/Year) STER., NJ 07921 Cap A If Amendment, Date Original Filed(Month/Day/Year) Cap A A Cap A Cap A A Cap Cap A Cap Cap	Stock, par value er share 12/31/2019 A 6,994 A S 0 163,118	Conversion Officer (give title below) 12/31/2019 12/31/2019 12/31/2019 12/31/2019 12/31/2019 12/31/2019 12/31/2019 12/31/2019 13/31/2019 13/31/2019 14/31/2019	STER., NJ 07921 Stock, par value er share 12/31/2019 2. Transaction 2. A. Deemed Execution Date of (Instr. 8) Code v Amount (ID) Price of Original File (Month/Day/Year) Code v Amount of Code v	

Reporting Owners

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

Signatures

/s/ Keith A. Kucinski, attorney-in fact for Matthew Wikler	01/03/2020		
**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) On December 31, 2019, the Reporting Person was issued 6,994 shares of common stock par value \$.0001 per share pursuant to the Issuer's Amended and Restated 2013 Equity Incentive Plan. Such shares vest immediately upon grant.

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.