
**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): July 2, 2020

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
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 (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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock

Trading Symbol
MTNB

Name of Each Exchange on Which Registered
NYSE American

Item 1.01. Entry into a Material Definitive Agreement.

On July 2, 2020, Matinas BioPharma Holdings, Inc. (the “Company”) entered into an At-The-Market Sales Agreement (the “Sales Agreement”) with BTIG, LLC (“BTIG”), pursuant to which the Company may offer and sell, from time to time, through BTIG, as sales agent and/or principal, shares of its common stock, par value \$0.0001 per share (the “Common Stock”), having an aggregate offering price of up to \$50,000,000 (“Shares”), subject to certain limitations on the amount of Common Stock that may be offered and sold by the Company set forth in the Sales Agreement. The Company is not obligated to make any sales of Shares under the Sales Agreement and any determination by the Company to do so will be dependent, among other things, on market conditions and the Company’s capital raising needs. If the Company determines to sell Shares directly to BTIG, as principal (each such transaction, a “Principal Transaction”), the Company and BTIG will enter into a separate agreement that governs such Principal Transaction.

Offers and sales of Shares by the Company under the Sales Agreement, if any, will be made through a prospectus supplement (the “ATM Prospectus Supplement”) to the prospectus forming a part of the Company’s shelf registration statement on Form S-3 filed by the Company with Securities and Exchange Commission on July 2, 2020 (the “Registration Statement”).

Shares may be sold through the ATM Prospectus Supplement by any method deemed to be an “at the market offering” as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made through NYSE American or any other existing trading market for the Shares, sales made to or through a market maker other than on an exchange or through an electronic communications network, or in privately negotiated transactions pursuant to terms set forth in a placement notice delivered by the Company to BTIG under the Sales Agreement. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, BTIG will use commercially reasonable efforts, consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations, and the rules of NYSE American, to sell the Shares from time to time based upon the Company’s instructions, including any price, time or size limits specified by the Company. BTIG is not obligated to purchase any Shares on a principal basis pursuant to the Sales Agreement.

The Company will pay BTIG commissions for its services in acting as agent in the sale of Shares pursuant to the Sales Agreement. BTIG will be entitled to compensation at a fixed commission rate of 3.0% of the gross proceeds from the sale of Shares pursuant to the Sales Agreement. The Company has agreed to provide BTIG and BTIG Affiliates (as defined in the Sales Agreement) with customary indemnification and contribution rights, including for liabilities under the Securities Act. The Company also will reimburse BTIG for certain specified expenses in connection with entering into the Sales Agreement. The Sales Agreement contains customary representations and warranties and conditions to the placements of the Shares pursuant thereto, obligations to sell Shares under the Sales Agreement are subject to satisfaction of certain conditions, including the effectiveness of the Registration Statement and other customary closing conditions. The Sales Agreement will terminate upon the earlier of (i) the sale of all Shares subject to the Sales Agreement and (ii) termination of the Sales Agreement as permitted therein. The Company may terminate the Sales Agreement in its sole discretion at any time by giving 5 days’ prior notice to BTIG. BTIG may terminate the Sales Agreement under the circumstances specified in the Sales Agreement and in its sole discretion at any time by giving 5 days’ prior notice to the Company.

The foregoing description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement. A copy of the Sales Agreement is filed as an exhibit to the Registration Statement and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of offers to buy any securities of the Company, and shall not constitute an offer, solicitation or sale of any security in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are being furnished with this report:

<u>Exhibit No.</u>	<u>Description</u>
1.01	<u>At-The-Market Sales Agreement, dated July 2, 2020, between the Company and BTIG, (incorporated by reference to Exhibit 1.02 of the Company’s Registration Statement on Form S-3 filed with the SEC on July 2, 2020).</u>

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: July 2, 2020

By: /s/ Jerome D. Jabbour
Name: Jerome D. Jabbour
Title: Chief Executive Officer
