

# FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>CONRAD HERBERT J</b>		2. Issuer Name and Ticker or Trading Symbol <b>Matinas BioPharma Holdings, Inc. [MTNB]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH SUITE 302</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>01/13/2021</b>			
(Street) <b>BEDMINSTER, NJ 07921</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	01/13/2021		G	V	50,000	D	\$ 0	494,622	D	
Common Stock, par value \$0.0001 per share	01/13/2021		G	V	50,000	A	\$ 0	175,000	I	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad, Susan Wachtel, Nancy Fallick, Trustees
Common Stock, par value \$0.0001 per share	05/20/2021		G	V	1,145,905	D	\$ 0	0	I	By Herbert Conrad 2019 Grantor Retained Annuity Trust (GRAT)
Common Stock, par value \$0.0001 per share	05/20/2021		G	V	1,145,905	A	\$ 0	1,320,905	I	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad, Susan Wachtel, Nancy Fallick, Trustees
Common Stock, par value \$0.0001 per share								2,639,039	I	By Herbert Conrad 2020 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.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$ 0.50	01/13/2021		G	V		100	06/21/2018 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	200,000	\$ 1,000	0	D	
Series B Convertible Preferred Stock	\$ 0.50	01/13/2021		G	V	100		06/21/2018 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	200,000	\$ 1,000	100	I	By Herbert J. Conrad Trust u/a/d 3/4/2005, Herbert J Conrad, Susan Wachtel, Nancy Fallick, Trustees

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRAD HERBERT J 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 Herbert J. Conrad	05/24/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

Each share of Series B Convertible Preferred Stock is convertible into 2,000 shares of the Issuer's common stock. The shares of Series B Convertible Preferred Stock are convertible at any (1) time, at the holder's election, or upon certain mandatory conversion events set forth in the Certificate of Designations of Preferences, Rights and Limitations of Series B Preferred Stock of the Issuer. The Series B Convertible Preferred Stock has no expiration date.

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.