

**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): December 29, 2022

**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) 484-8805

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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock	MTNB	NYSE American

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. ☐

**Item 7.01 Regulation FD Disclosure.**

Matinas BioPharma Holdings, Inc. (the "Company") issued a corporate update letter to its shareholders. A copy of the letter is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
99.1	<a href="#">Letter to Shareholders, dated December 29, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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: December 29, 2022

By: /s/ Jerome D. Jabbour

Name: Jerome D. Jabbour

Title: Chief Executive Officer



December 29, 2022

Dear Matinas Stockholders,

The end of any year is a good time to reflect upon our accomplishments as a company and to recognize some of the things that we can work to improve in the new year. There is little question that 2022 has been a challenging year for many, both from a market perspective and otherwise. We are cognizant of these challenges and remain intently focused on our mission of delivering life-saving therapies for patients enabled by our LNC platform technology.

During 2022, we achieved some very significant accomplishments driven by our dedicated employees. Notably, we were able to deliver successful Phase 2 EnaCT data with a prominent placement at IDWeek, demonstrating that MAT2203 can have a life-saving impact. We also aligned with FDA and EMA on the development plans for this important drug, positioning it for further development toward what we hope will ultimately be an approved drug.

We were also able to negotiate and sign an Exclusive Research Collaboration with BioNTech SE, a world-recognized leader in mRNA therapies. This agreement generated positive attention for our Company and resulted in some significant non-dilutive dollars, positioning us to work alongside a big pharma in trying to demonstrate that our delivery technologies can be effectively applied to complex nucleic acids. While we were hopeful of executing upon a license agreement during 2022, we remain engaged with BioNTech and both companies are very pleased with the scientific progress achieved to date. We plan to continue these efforts in 2023 with the aim of reaching an agreement that makes sense for all parties.

We also remain hopeful of reaching agreement with additional parties interested in evaluating and exploring the potential for our LNC technology. We are encouraged by the interest from these companies and will continue to work toward relationships that broaden the utilization of our platform and fit within our internal resource constraints.

We are extremely grateful for your support and appreciate your concerns during these volatile times. Our team remains focused and working extremely hard. We will provide a more comprehensive corporate update and 2023 outlook in mid-January.

We are all very much looking forward to a productive and promising year ahead and we wish you and your loved ones a happy, healthy, and prosperous 2023!

Jerome D. Jabbour, Chief Executive Officer

**Matinas BioPharma Holdings, Inc.**  
1545 Route 206, Suite 302 • Bedminster, NJ 07921 • USA  
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