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**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): November 2, 2020

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**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.)

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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.

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### Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of Matinas BioPharma Holdings, Inc. (the “Company”) held on November 2, 2020, our stockholders voted on the four proposals listed below. The proposals are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on October 1, 2020 (the “Proxy Statement”). The final results for the votes regarding each proposal are set forth below.

1. Our stockholders elected the following individuals to serve on our board of directors until the annual meeting of shareholders to be held in 2021. The tabulation of votes with respect to the election of such directors was as follows:

	FOR	AUTHORITY WITHELD	BROKER NON-VOTE
Herbert Conrad	37,631,103	1,706,069	102,629,569
Patrick LePore	37,898,945	1,438,227	102,629,569
Jerome D. Jabbour	37,355,906	1,981,266	102,629,569
Eric Ende	37,901,214	1,435,958	102,629,569
Natasha Giordano	37,936,565	1,400,607	102,629,569
James Scibetta	37,908,292	1,428,880	102,629,569
Matthew Wikler	37,635,583	1,701,589	102,629,569

2. Our stockholders approved the ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
141,187,310	434,392	345,039	-

3. Our stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
35,265,379	2,395,119	1,676,674	102,629,569

4. Our stockholders approved, on an advisory basis, a one-year frequency with which the Company should conduct future shareholder advisory votes on named executive officer compensation. In light of such approval, the Company intends to hold an advisory vote on the compensation of the Company’s named executive officers on an annual basis until the next required vote on the frequency of holding an advisory vote to approve named executive officer compensation. The tabulation of votes with respect to this proposal was as follows:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
33,236,733	2,275,782	3,397,661	426,996	102,629,569

**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: November 4, 2020

By: /s/ Jerome D. Jabbour

Name: Jerome D. Jabbour

Title: Chief Executive Officer

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