

**Matinas BioPharma Holdings, Inc.**  
**1545 Route 206 South, Suite 302**  
**Bedminster, New Jersey 07921**

April 28, 2025

**VIA EDGAR**

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Matinas BioPharma Holdings, Inc.**  
**Registration Statement on Form S-3 (File No. 333-286686)**  
**Filed on April 22, 2025**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, Matinas BioPharma Holdings, Inc. hereby requests that the above-referenced Registration Statement (the "Registration Statement") be declared effective by the Securities and Exchange Commission at 4:00 p.m., Eastern Time, on April 29, 2025, or as soon as practicable thereafter.

Please call Tracy Buffer of Lowenstein Sandler LLP at (973) 597-2434 to confirm the effectiveness of the Registration Statement or with any questions.

Very truly yours,

MATINAS BIOPHARMA HOLDINGS, INC.

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

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