

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * CONRAD HERBERT J			2. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]			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) C/O MATINAS BIOPHARMA HOLDINGS, INC., 1545 ROUTE 206 SOUTH SUITE 302			3. Date of Earliest Transaction (Month/Day/Year) 06/19/2021					
(Street) BEDMINSTER, NJ 07921			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	06/19/2021		J(1)	V	40,000	A	\$ 0	1,360,905	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	06/19/2021		C(2)	V	200,000	A	\$ 0	1,560,905	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)
Common Stock, par value \$0.0001 per share								494,622	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Preferred Stock	\$ 0.50	06/19/2021		C ⁽²⁾	V		100	06/21/2018	⁽²⁾	Common Stock	200,000	\$ 0	0	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		06/24/2021
<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).

(1) Stock dividend, payable to all holders of record of Series B Preferred Stock of 400 shares of Common Stock for each share of Series B Preferred Stock.

On June 19, 2021, pursuant to the Certificate of Designations of Preferences, Rights and Limitations of the Series B Preferred Stock (the "Certificate") of the Issuer, all shares of Series B

(2) Convertible Preferred Stock were mandatorily converted into shares of the Issuer's common stock. Each share of Series B Convertible Preferred Stock converted into 2,000 shares of the Issuer's common stock. The shares of Series B Convertible Preferred Stock were convertible at any time, at the holder's election, or upon certain mandatory conversion events set forth in the Certificate. The Series B Convertible Preferred Stock had 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.

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