

# 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 * Lorenzo Jennifer		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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O GJG CAPITAL, LLC, 107 CIRCLE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2017			
(Street) STATEN ISLAND, NY 10304		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	03/15/2017		X		1,369,169	A	\$ 0.75	10,496,760 (1)	I (1)	By GJG Life Sciences, LLC (1)
Common Stock								521,243	D (1)	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$ 0.75	03/15/2017		X		1,369,169	04/10/2015	03/30/2020	Common Stock	1,369,169	\$ 0	0	I (1)	By GJG Life Sciences, LLC (1)
Class A Convertible Preferred Stock	\$ 0.5						07/29/2016	(2)	Common Stock	3,950,000 (2)		3,950,000 (2)	I (1) (2)	By GJG Life Sciences, LLC (2)
Class A Convertible Preferred Stock	\$ 0.5						07/29/2016	(2)	Common Stock	950,000 (2)		950,000 (2)	I (1) (2)	By GJG Life Sciences, LLC (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lorenzo Jennifer C/O GJG CAPITAL, LLC 107 CIRCLE ROAD STATEN ISLAND, NY 10304		X		
GJG Life Sciences, LLC C/O GJG CAPITAL, LLC 107 CIRCLE ROAD STATEN ISLAND, NY 10304		X		
GJG Capital, LLC 107 CIRCLE ROAD STATEN ISLAND, NY 10304		X		

## Signatures

/s/ Jennifer Lorenzo	03/16/2017
Signature of Reporting Person	Date

/s/ Jennifer Lorenzo, Managing Member of GJG Life Sciences, LLC <small>**Signature of Reporting Person</small>		03/16/2017 <small>Date</small>
/s/ Jennifer Lorenzo, Managing Member of GJG Capital, LLC <small>**Signature of Reporting Person</small>		03/16/2017 <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).

On March 15, 2017 GJG Life Sciences, LLC exercised a warrant to purchase 1,369,169 shares of Matinas common stock at an exercise price of \$0.75 a share. The warrant was owned directly by GJG Life Sciences, LLC, a limited liability company of which GJG Capital, LLC is the Managing Member. The reporting person is the Managing Member of GJG Capital, LLC and, as a result, the reporting person and GJG Capital, LLC may be deemed to be indirect beneficial owners of the reported securities. Jennifer Lorenzo and GJG Capital, LLC disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest. The reporting person is the direct owner of 521,243 shares of Matinas common stock.

GJG Life Sciences, LLC is the direct owner of Class A Convertible Preferred Stock of Matinas (the "Class A Preferred"). The Class A Preferred will convert automatically into Matinas common stock upon the earlier of (i) notice by Matinas to the holders that Matinas elected to convert all outstanding shares of Class A Preferred, (ii) three years from July 29, 2016, (iii) the approval of Matinas' MAT2203 product candidate by the U.S. Food and Drug Administration or the European Medicines Agency (the "Regulatory Approval") or (iv) the Regulatory Approval of Matinas' MAT2501 product candidate. Jennifer Lorenzo and GJG Capital, LLC disclaim beneficial ownership of the Class A Preferred Stock except to the extent of their respective pecuniary interest.

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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