

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>STERN ADAM K</b>			2. Issuer Name and Ticker or Trading Symbol <b>Matinas BioPharma Holdings, Inc. [MTNB]</b>			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)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/26/2016</b>					
AEGIS CAPITAL CORP, ATTN: CASSEL SHAPIRO, 810 SEVENTH AVE., 18TH FLOOR			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		
(Street) <b>NEW YORK,, NY 10019</b>								
(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, par value \$0.0001 per share	07/26/2019		C		200,000	A	\$ 0	993,992	D	
Common Stock, par value \$0.0001 per share	07/26/2019		j(1)	V	48,000	A	\$ 0	1,052,392	D	
Common Stock, par value \$0.0001 per share	03/19/2019		W	V	6,600	A	\$ 0	1,058,992	D	
Common Stock, par value \$0.0001 per share	06/21/2019		j(2)	V	17,000	A	\$ 0	3,256,483	I	Held by AKS Family Partners LP (3)
Common Stock, par value \$0.0001 per share								300,000	I	Held by Pavilion Capital Partners Inc. (3)
Common Stock, par value \$0.0001 per share								300,000	I	Held by Piper Ventures Partners LLC (3)
Common Stock, par value \$0.0001 per share								1,750,000	I	Held by AKS Family Foundation, Inc. (3)
Common Stock, par value \$0.0001 per share								600,000	I	Held by SternAegis Ventures LLC Defined Benefit Pension Plan (3)

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

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**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**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 A Preferred Stock	\$ 0	07/29/2016		P		20,000		07/29/2016	(4)	Common Stock	200,000	\$ 5	20,000	D	
Series A Preferred Stock	\$ 0	07/29/2019		C		20,000		07/29/2016	(4)	Common Stock	200,000	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERN ADAM K AEGIS CAPITAL CORP, ATTN: CASSEL SHAPIRO 810 SEVENTH AVE., 18TH FLOOR NEW YORK,, NY 10019	X			

## Signatures

/s/ Keith A. Kucinski, attorney-in fact for Adam K. Stern		10/02/2019
<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 A Preferred Stock of 2.4 shares of Common Stock for each share of Series A Preferred Stock.

(2) Stock dividend, payable to all holders of record of Series B Preferred Stock of 200 shares of Common Stock for each share of Series B Preferred Stock.

(3) Mr. Stern disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Mr. Stern of the reported securities for purposes of Section 16 or any other purpose.

Converts automatically into Common Stock upon the earlier of (i) notice by the Issuer to the holders that the Issuer elected to convert all outstanding shares of Class A Preferred, (ii) July (4) 29, 2019, (iii) the approval of the Issuer's 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 the Issuer's MAT2501 product candidate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints each of Jerome D. Jabbour, Keith A. Kucinski, Michael J. Lerner and Bettina C. Elstroth his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedules 13D or 13G, Form ID application for EDGAR codes, and Forms 3, 4 or 5, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including, without limitation, the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedules 13D and 13G and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Matinas BioPharma Holdings, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 20, 2019.

/s/ Adam K. Stern

By: Adam K. Stern

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