

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* STERN ADAM K		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) AEGIS CAPITAL CORP, ATTN: CASSEL SHAPIRO, 810 SEVENTH AVE., 18TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 04/03/2020			
(Street) NEW YORK,, NY 10019		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	04/03/2020		M		278,407	A	\$ 0.5	1,337,399	D	
Common Stock, par value \$0.0001 per share								10,000	I	Held by SternAegis Ventures, LLC 401(k) Profit Sharing Plan (2)
Common Stock, par value \$0.0001 per share								600,000	I	Held by SternAegis Ventures LLC Defined Benefit Pension Plan (2)
Common Stock, par value \$0.0001 per share								3,256,483	I	Held by AKS Family Partners LP (2)
Common Stock, par value \$0.0001 per share								300,000	I	Held by Pavilion Capital Partners Inc. (2)
Common Stock, par value \$0.0001 per share								300,000	I	Held by Piper Ventures Partners LLC (2)
Common Stock, par value \$0.0001 per share								1,750,000	I	Held by AKS Family Foundation, Inc. (2)

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

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)				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				
Warrant (right to buy)	\$ 0.5	04/03/2020		M			952,676	04/10/2015	04/09/2020	Common Stock	952,676	\$ 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		04/08/2020
<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).

- On April 3, 2020, the reporting person exercised a warrant to purchase 952,676 shares of Matinas BioPharma Holdings, Inc. common stock for \$0.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Matinas BioPharma Holdings, Inc.'s withholding of 674,269 of the warrant shares to pay the exercise price and issuing to the reporting person the
- (1) remaining 278,407 shares. The value of the shares cancelled was \$0.7065 per share, which represents the average closing price of the shares for the 20 trading days immediately preceding the date of exercise.
- (2) 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.

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.