# FORM 4

(Print or Type Responses)

# 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

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)  _X_ Director 10% Owner				
(Last) (First) (M C/O MATINAS BIOPHARMA HOLI INC., 1545 ROUTE 206 SOUTH SUI	DINGS, 07/07/2	of Earliest Transa 2021	action (	Month/Day/Ye	ear)		Office	r (give title belo	w)	Other (specify	below)	
(Street) BEDMINSTER., NJ 07921	4. If Amo	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)  2. Transa Date (Month/I		2d 3. Tran Code (Instr. 8	saction	4. Securities (A) or Dispos (Instr. 3, 4 and	Acquire sed of (and 5)	ed	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
		Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock, par value \$0.0001 per share	2021	G	V	1,280,917	D	\$ 0	1,358,1	22		I	By Herbert Conrad 2020 Grantor Retained Annuity Trust (GRAT)	
Common Stock, par value \$0.0001 per share	2021	G	V	1,280,917	Α	\$ 0	2,841,822		I	By Herbert J. Conrac Trust u/a/d 3/4/2005 Herbert J Conrad, Susan Wachtel, Nancy Fallick, Trustees		
Common Stock, par value \$0.0001 per share							494,622	2		D		
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.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned												
		e Securities Acq , calls, warrants					y Owned					
Derivative Conversion Date Executity or Exercise (Month/Day/Year) are	A. Deemed 4. Execution Date, if ny Cod (Ins	le of	er an (M	Date Exercisa d Expiration I Ionth/Day/Yea	Date	Amo Unde Secu	tle and bunt of erlying rities r. 3 and Reported Transactio (Instr. 4)  8. Price of Derivative Derivative Security Securities Peneficial Owned Following Reported Transactio (Instr. 4)		Owner Form of Deriva Securit Direct or Indi	Beneficitive Owner (Instr. (D) rect		

	Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
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#### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	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	07/09/2021
**Signature of Reporting Person	Date

## **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).

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.