

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 (Last) (First) (Middle) C/O GJG CAPITAL, LLC, 107 CIRCLE ROAD (Street) STATEN ISLAND, NY 10304 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2017	3. Issuer Name and Ticker or Trading Symbol Matinas BioPharma Holdings, Inc. [MTNB]	
		4. 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)	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,127,591	I	By GJG Life Sciences, LLC (1)
Common Stock	521,243	D (2)	

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant to Purchase Common Stock	04/10/2015	03/30/2020	Common Stock	1,369,169	\$ 0.75	I	By GJG Life Sciences, LLC (1)
Class A Convertible Preferred Stock	07/29/2016	(3)	Common Stock	3,950,000	\$ 0.5	I	By GJG Life Sciences, LLC (1)
Class A Convertible Preferred Stock	07/29/2016	(3)	Common Stock	950,000	\$ 0.5	I	By GJG Life Sciences, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lorenzo Jennifer C/O GJG CAPITAL, LLC 107 CIRCLE ROAD		X		

STATEN ISLAND, NY 10304				
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		03/01/2017
**Signature of Reporting Person		Date
/s/ Jennifer Lorenzo, Managing Member of GJG Life Sciences, LLC		03/01/2017
**Signature of Reporting Person		Date
/s/ Jennifer Lorenzo, Managing Member of GJG Capital, LLC		03/01/2017
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reported securities are 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 Life Sciences, LLC and so the reported securities may be deemed

- (1) to be beneficially owned by GJG Capital, LLC and Jennifer Lorenzo, the Managing Member and President of GJG Capital, LLC. Jennifer Lorenzo and GJG Capital, LLC disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest.
- (2) The reported securities are owned directly by Jennifer Lorenzo.
- 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) three years from July 29, 2016, (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.
- (3)

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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