

FORM 4

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

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| 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) 08/19/2019 | |
| (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 | 08/19/2019 | | P | | 10,400 | A | \$ 0.6988 (2) | 804,392 | D | |
| Common Stock, par value \$0.0001 per share | | | | | | | | 3,239,483 | I | Held by AKS Family Partners LP (1) |
| Common Stock, par value \$0.0001 per share | | | | | | | | 300,000 | I | Held by Pavilion Capital Partners Inc. (1) |
| Common Stock, par value \$0.0001 per share | | | | | | | | 300,000 | I | Held by Piper Ventures Partners LLC (1) |
| Common Stock, par value \$0.0001 per share | | | | | | | | 1,750,000 | I | Held by AKS Family Foundation, Inc. (1) |
| Common Stock, par value \$0.0001 per share | | | | | | | | 600,000 | I | Held by SternAegis Ventures LLC Defined Benefit Pension Plan (1) |

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.

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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) | | | | 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 | | | | | |

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/ Jerome D. Jabbour, attorney-in fact for Adam K. Stern | 08/21/2019 |
| <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) 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.

The price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions ranged from \$0.69 to \$0.70, inclusive.

(2) The reporting person undertakes to provide to Matinas BioPharma Holdings, Inc., any security holder of Matinas BioPharma Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

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.