
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Matinas Biopharma Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

576810303

(CUSIP Number)

Chaim Herzog
1 Battery Park Plaza, Suite 3100
New York, NY, 10004
(212) 620-0099

111 Equity Group LLC
1 Battery Park Plaza, Suite 3100
New York, NY, 10004
(212) 620-0099

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/02/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

576810303

| | |
|---|---|
| 1 | Name of reporting person Chaim Herzog |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |

| | | |
|--|--|--|
| 4 | Source of funds (See Instructions) AF, PF | |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or place of organization UNITED STATES | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 15,000.00 |
| | 8 | Shared Voting Power 248,000.00 |
| | 9 | Sole Dispositive Power 15,000.00 |
| | 10 | Shared Dispositive Power 248,000.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 263,000.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 5.17 % | |
| 14 | Type of Reporting Person (See Instructions) IN | |

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 576810303 |
|-----------|-----------|

| | |
|---|---|
| 1 | Name of reporting person 111 Equity Group LLC |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) WC |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization NEW YORK |

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 248,000.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 248,000.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 248,000.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 4.86 % | |
| 14 | Type of Reporting Person (See Instructions) OO | |

Comment for Type of Reporting Person:
Limited Liability Company

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock

(b) Name of Issuer:

Matinas Biopharma Holdings, Inc.

(c) Address of Issuer's Principal Executive Offices:

1545 Route 206 South, Suite 302, Bedminster, NEW JERSEY , 07921.

Item 2. Identity and Background

(a) This Statement is filed by Chaim Herzog ("Herzog") and 111 Equity Group LLC ("111 Equity Group"), a New York limited liability company. Herzog and 111 Equity Group are referred to collectively as the "Reporting Persons." Reporting Persons have entered in to a joint filing agreement, a copy of which is attached as Exhibit 1.

(b) 1 Battery Park Plaza, Suite 3100, New York, NY 10004

(c) The principal business of 111 Equity Group is investing in securities. The principal occupation of Herzog is serving as a member and as manager of 111 Equity Group.

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Herzog is a citizen of the United State of America. 111 Equity Group is a New York limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

All of the shares of Common Stock to which this Statement relates were purchased on behalf of the Reporting Persons using the working capital or personal funds of the Reporting Persons. All shares of Common Stock were purchased in various transactions and for various amounts of consideration through open market purchases.

Item 4. Purpose of Transaction

The Issuer reported in the Issuer's Current Report filed on October 31, 2024 ("Current Report") that negotiations under a non-binding term sheet regarding global rights to its MAT2203 product candidate have been terminated and, as a result, the Issuer reduced its workforce and has ceased all product development activities to conserve cash. Further, the Current Report stated that the Issuer intends to retain an advisor to assist the Issuer with the potential asset sale of MAT2203 and to evaluate other alternatives, including but not limited to winddown and dissolution of the Issuer.

The Reporting Persons intend to engage in discussion with management of the Issuer on the engagement of an advisor and plan related to any asset sale, exit sale, reverse merger, or other alternatives.

The Reporting Persons may also engage in further discussions with management, the board of directors, and/or other shareholders of the Issuer, and/or other relevant parties (including, without limitation, service providers) concerning the business, capitalization, financial condition, operations, strategy and future plans of the Issuer, and potential avenues to enhance stockholder value, as well as other matters related to the Issuer. Such evaluations and discussions may materially affect, and result in, among other things, the Reporting Persons: (1) modifying their ownership of the shares, including, without limitation, the purchase or sale of shares in the open market or through privately negotiated transactions of otherwise; (2) exchanging information with the Issuer pursuant to appropriate confidentiality or similar agreements; (3) proposing changes in the Issuer's operations, governance or capitalization; or (4) proposals or assisting in formulating plans or proposals that involve one or more of the types of transactions specified in sub-items (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

Other than as described in this Schedule 13D, the Reporting Persons do not have any present plan or proposal that would relate to or result in any of the matters set forth in sub-items (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons retain the right to change their investment intent at any time and there is no assurance the Reporting Persons will continue discussion or evaluation of any transactions or that any transaction will be pursued and, if pursued, will be consummated. Moreover, any actions described in this Item 4 that the Reporting Persons might undertake may be made at any time and from time to time and such determinations will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to, an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; and other future developments affecting the Issuer.

Item 5. Interest in Securities of the Issuer

- (a) The responses of each Reporting Person to rows (11) and (13) of the cover pages to this Schedule 13D are incorporated by reference into this Item 5. The percentage in this paragraph relating to beneficial ownership of common stock is based on 5,086,985 shares outstanding as of November 13, 2024, as reported in the Issuer's Quarterly Report filed on November 13, 2024. 111 Equity Group is controlled by Herzog. Accordingly, Herzog may be deemed to have the power to direct the voting and disposition of the shares beneficially owned by 111 Equity Group, and may be deemed to be the indirect beneficial owner of such shares. Herzog disclaims beneficial ownership of such shares for all other purposes.
- (b) The responses of each Reporting Person to rows (7) through (10) of the cover pages to this Schedule 13D are incorporated by reference into this Item 5.
- (c) Except as disclosed in Exhibit 2, none of the Reporting Persons have effected any transactions in the shares of Common Stock in the 60 days prior to the date of this Statement.
- (d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares covered by this Statement.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Other than as described in this Statement, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other persons with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

(1) Joint Filing Agreement, dated January 6, 2024, by and among Chaim Herzog and 111 Equity Group LLC. (2) Reporting Person Transactions of Common Stock During the Past 60 Days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Chaim Herzog

Signature: /s/ Chaim Herzog
Name/Title: Chaim Herzog, Manager
Date: 01/06/2025

111 Equity Group LLC

Signature: /s/ Chaim Herzog
Name/Title: Chaim Herzog, Manager
Date: 01/06/2025

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the common stock of Matinas Biopharma Holdings, Inc., a Delaware corporation, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13D and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

In witness whereof, each of the undersigned has executed this Agreement as of January 6, 2024.

/s/ Chaim Herzog
Chaim Herzog

111 EQUITY GROUP LLC

By: /s/ Chaim Herzog
Name: Chaim Herzog
Title: Manager

EXHIBIT 2**REPORTING PERSON TRANSACTIONS OF
COMMON STOCK DURING THE PAST 60 DAYS**

| Reporting Person Effecting Transaction | Date | Type of Transaction | Number of Shares | Price Per Share | How Transaction Effected |
|--|------------|---------------------|------------------|-----------------|--------------------------|
| 111 Equity Group | 11/21/2024 | Buy | 10,000 | 0.54 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 10,000 | 0.56 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 10,000 | 0.56 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 6,016 | 0.55 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 3,100 | 0.56 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 300 | 0.57 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 2,645 | 0.56 | Open Market |
| 111 Equity Group | 11/21/2024 | Buy | 7,300 | 0.57 | Open Market |
| 111 Equity Group | 11/22/2024 | Buy | 2,000 | 0.56 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 400 | 0.61 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 200 | 0.61 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 4 | 0.62 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 1,700 | 0.62 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 1,300 | 0.62 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 10,000 | 0.62 | Open Market |
| 111 Equity Group | 11/26/2024 | Buy | 2,650 | 0.63 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 15,000 | 0.65 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 2,079 | 0.65 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 21 | 0.62 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 9,979 | 0.62 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 1,300 | 0.61 | Open Market |
| 111 Equity Group | 12/2/2024 | Sell | 1,125 | 0.60 | Open Market |
| 111 Equity Group | 12/3/2024 | Sell | 18,154 | 0.59 | Open Market |
| 111 Equity Group | 12/5/2024 | Sell | 3,582 | 0.57 | Open Market |
| 111 Equity Group | 12/11/2024 | Sell | 430 | 0.59 | Open Market |
| 111 Equity Group | 12/11/2024 | Sell | 4,127 | 0.59 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 7,536 | 0.52 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 2,500 | 0.53 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 42,220 | 0.53 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 5,000 | 0.54 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 400 | 0.54 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 9 | 0.54 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 597 | 0.55 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 4,518 | 0.56 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 101 | 0.56 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 800 | 0.57 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 16,027 | 0.55 | Open Market |

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|------------------|------------|-----|--------|------|-------------|
| 111 Equity Group | 12/13/2024 | Buy | 900 | 0.55 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 604 | 0.55 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 1,100 | 0.56 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 900 | 0.56 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 10,252 | 0.56 | Open Market |
| 111 Equity Group | 12/13/2024 | Buy | 464 | 0.57 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 2,697 | 0.54 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 24,030 | 0.54 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 35 | 0.55 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 508 | 0.55 | Open Market |

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|------------------|------------|-----|--------|------|-------------|
| 111 Equity Group | 12/16/2024 | Buy | 1,000 | 0.56 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 21,730 | 0.55 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 2,100 | 0.55 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 4,404 | 0.57 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 200 | 0.58 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 600 | 0.57 | Open Market |
| 111 Equity Group | 12/16/2024 | Buy | 757 | 0.57 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 5,000 | 0.54 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 9,102 | 0.55 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 43 | 0.56 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 3 | 0.56 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 3,856 | 0.56 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 5,400 | 0.57 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 1,900 | 0.56 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 1,200 | 0.57 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 6,000 | 0.57 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 4,967 | 0.57 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 1,319 | 0.58 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 4,602 | 0.58 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 9,100 | 0.59 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 7,685 | 0.59 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 1,340 | 0.59 | Open Market |
| 111 Equity Group | 12/17/2024 | Buy | 72 | 0.57 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 455 | 0.56 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 15,545 | 0.57 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 2,000 | 0.57 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 4,004 | 0.57 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 500 | 0.57 | Open Market |
| 111 Equity Group | 12/18/2024 | Buy | 100 | 0.57 | Open Market |
| Herzog | 1/2/2025 | Buy | 5000 | 0.53 | Open Market |
| Herzog | 1/2/2025 | Buy | 100 | 0.53 | Open Market |
| Herzog | 1/2/2025 | Buy | 9900 | 0.53 | Open Market |