

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person * <u>STERN ADAM K</u> (Last) (First) (Middle) <u>1345 6TH AVENUE</u> <u>27TH FLOOR</u> (Street) <u>NEW YORK NY 10105</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/13/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>Matinas BioPharma Holdings, Inc. [MTNB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Common Stock</u>	<u>210,687⁽¹⁾</u>	<u>I</u>	<u>See Footnote⁽¹⁾</u>

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: 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			
<u>Series C Convertible Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>2,399,318⁽²⁾</u>	<u>(3)</u>	<u>I</u>	<u>A. Stern as managing partner for Sanitam⁽⁵⁾</u>
<u>Warrants</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>4,798,636⁽²⁾</u>	<u>(4)</u>	<u>I</u>	<u>A. Stern as managing partner for Sanitam⁽⁵⁾</u>

Explanation of Responses:

- Adam Stern is the direct and indirect holder of 210,687 shares of Common Stock, \$0.0001 par value per share ("Common Stock"). This number includes 28,260 shares owned by Mr. Stern, 118,577 shares owned by A.K.S. Family Partners LP ("AKSLP"), 26,500 shares owned by AKS Family Foundation ("AKS"), 21,350 shares owned by Stern Aegis Ventures, LLC Defined Benefit Plan, 6,000 shares owned by Pavillion Capital Partners LLC, 6,000 shares owned by Piper Venture Partners LLC, 1,000 shares owned by IRA Adam K Stern - Rollover IRA, and 3,000 shares owned by Stern Aegis Ventures LLC 401k Plan. Mr. Stern has voting and investment control of the securities held by AKSLP and AKS. Mr. Stern disclaims beneficial ownership of the securities held by AKSLP and AKS except as relates to his pecuniary interest in such securities.
- Pursuant to the Securities Purchase Agreement, dated February 13, 2025, Sanitam purchased an aggregate of 1,406 shares of the Issuer's Series C Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock") with a stated value of \$1,000 per share of Preferred Stock, and 4,798,636 Warrants for gross proceeds of \$1,406,000.00. The Preferred Stock and Warrants were sold in two tranches with each tranche consisting of 703 shares of Preferred Stock and 2,399,318 Warrants. The first tranche was issued on February 13, 2025 and the second tranche was issued on April 8, 2025.
- From and after April 4, 2025, each share of Preferred Stock will be convertible, at the option of Santiam Partners LLC ("Sanitam") at the price of \$0.586 (the "Conversion Price"). Each holder of Preferred Stock is entitled to vote on an as-converted to Common Stock basis with a per share voting price of \$0.6393, granting Sanitam voting power from the Preferred Stock of up to 30.2% of the outstanding Common Stock. Sanitam's beneficial ownership is subject to a 9.99% limit on the shares of Common Stock issuable upon conversion of the Preferred Stock and a 4.99% limit on the shares of Common Stock issuable upon exercise of the Warrants.
- The Warrants are exercisable from and after April 8, 2025 at an exercise price equal to 110% of the Conversion Price, or \$0.6446 per share, and will expire on the five-year anniversary of April 8, 2025.
- Mr. Stern does not directly own any Preferred Stock or Warrants, however, as the sole manager of Sanitam, Mr. Stern may be deemed to beneficially own securities of the Issuer beneficially owned by Sanitam and share Sanitam's voting power.

Remarks:

/s/ Adam K. Stern 04/09/2025
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.