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

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 1, 2019

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**MATINAS BIOPHARMA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38022  
(Commission  
File Number)

46-3011414  
(IRS Employer  
ID Number)

1545 Route 206 South, Suite 302  
Bedminster, New Jersey  
(Address of principal executive offices)

07921  
(Zip Code)

Registrant's telephone number, including area code: (908) 443-1860

Not Applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock	MTNB	NYSE American

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### Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of the Company held on November 1, 2019, our stockholders voted on the three proposals listed below. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on September 24, 2019 (the "Proxy Statement"). The final results for the votes regarding each proposal are set forth below.

1. Our stockholders elected the following individuals to serve on our board of directors until the annual meeting of stockholders to be held in 2020. The tabulation of votes with respect to the election of such directors was as follows:

	FOR	AUTHORITY WITHELD	BROKER NON-VOTE
Herbert Conrad	65,319,095	4,724,278	50,786,138
Patrick LePore	65,985,743	4,057,630	50,786,138
Jerome D. Jabbour	65,811,593	4,231,780	50,786,138
Eric Ende	65,752,247	4,291,126	50,786,138
James Scibetta	65,950,037	4,093,336	50,786,138
Adam Stern	66,011,297	4,032,076	50,786,138
Matthew Wikler	65,992,597	4,050,776	50,786,138

2. Our stockholders approved the ratification of the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
120,123,889	6324,918	707,04	—

3. Our stockholders approved the amendment to our Certificate of Incorporation to increase the maximum number of authorized shares of the Company's common stock, from 250,000,000 authorized shares to 500,000,000 authorized shares. The tabulation of votes with respect to this proposal was as follows:

For	Against	Abstain	Broker Non-Votes
112,169,630	8,104,943	554,938	—

The foregoing description of the amendment to our Certificate of Incorporation does not purport to be complete and is qualified in its entirety by reference to the text of the amendment, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits

Exhibit	Description
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3.1	<a href="#">Certificate of Amendment dated November 1, 2019 to Certificate of Incorporation.</a>
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATINAS BIOPHARMA HOLDINGS, INC.**

Dated: November 1, 2019

By: /s/ Jerome D. Jabbour

Name: Jerome D. Jabbour

Title: Chief Executive Officer

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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MATINAS BIOPHARMA HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2019, AT 11:36 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5338407 8100  
SR# 20197860544

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203915740  
Date: 11-01-19

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
MATINAS BIOPHARMA HOLDINGS, INC.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:36 AM 11/01/2019  
FILED 11:36 AM 11/01/2019  
SR 20197860544 - File Number 5338407

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Matinas BioPharma Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), does hereby certify as follows:

1. The name of the Corporation is Matinas BioPharma Holdings, Inc. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on May 21, 2013 (the "**Certificate of Incorporation**").

2. The Certificate of Incorporation of the Corporation is hereby amended to increase the authorized shares of the Corporation's common stock by deleting the first paragraph under Section A of Article V, and replacing such paragraph with the following:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred and Ten Million (510,000,000), of which (i) Five Hundred Million (500,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) Ten Million Shares (10,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (the "Preferred Stock")."

3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby shall be effective immediately upon filing.

[Signature Page Follows]

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 1<sup>st</sup> day of November, 2019.

**MATINAS BIOPHARMA HOLDINGS, INC.**

By:     /s/ Jerome Jabbour      
Name: Jerome Jabbour  
Title: Chief Executive Officer

