

**Matinas BioPharma Holdings, Inc.
1545 Route 206 South, Suite 302
Bedminster, New Jersey 07921**

July 31, 2020

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

**Re: Matinas BioPharma Holdings, Inc.
Registration Statement on Form S-3 (File No. 333- 239675)
Filed on July 2, 2020, as subsequently amended on July 27, 2020**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, Matinas BioPharma Holdings Corp. hereby requests that the above-referenced Registration Statement (the "Registration Statement") be declared effective by the Securities and Exchange Commission at 4:00 p.m., Eastern Time, on August 7, 2020, or as soon as practicable thereafter.

Please call Irina Ishak of Lowenstein Sandler LLP at (973) 422-6406 to confirm the effectiveness of the Registration Statement or with any questions.

[Signature page follows.]

Very truly yours,

MATINAS BIOPHARMA HOLDINGS, INC.

By: /s/ Jerome D. Jabbour

Name: Jerome D. Jabbour

Title: Chief Executive Officer
