

**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): **March 11, 2025**

**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) 484-8805**

**Not Applicable**

(Former name or former address, if changed since last report.)

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))

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

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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 10, 2025, Natasha Giordano informed the Board of Directors (the "Board") of Matinas BioPharma Holdings, Inc. (the "Company") that she was resigning from the Board effective February 11, 2025, due to her other professional obligations. In connection with her resignation, Ms. Giordano also resigned from her positions on the Board's Audit Committee (the "Audit Committee") and Nominating and Corporate Governance Committee (the "Governance Committee"). Ms. Giordano's resignation was not the result of a material disagreement or change in direction of the Company.

On February 10, 2025, Matthew Wikler informed the Board that he was resigning from the Board effective February 11, 2025, due to his other professional obligations. In connection with his resignation, Mr. Wikler also resigned from his position on the Board's Compensation Committee (the "Compensation Committee"). Mr. Wikler's resignation was not the result of a material disagreement or change in direction of the Company.

(d) Effective as of March 11, 2025, the Board, on the recommendation of the Governance Committee, appointed Keith Murphy and Edward Neugeboren directors of the Company to replace Ms. Giordano and Mr. Wikler, respectively. The Board appointed Mr. Murphy to serve as a member of the Compensation Committee and as Chair of the Governance Committee. The Board appointed Mr. Neugeboren to serve as a member of the Audit Committee and as Chair of the Compensation Committee. The Board has determined that each of Mr. Murphy and Mr. Neugeboren (i) is independent under the rules of the NYSE and (ii) meets the heightened standards of independence for compensation committee membership under the applicable rules of the SEC and NYSE. The Board has further determined that Mr. Neugeboren qualifies as an "audit committee financial expert" under the criteria set forth in Item 407(d)(5) of Regulation S-K.

Mr. Murphy is currently a Director and Executive Chairman of Organovo Holdings, Inc. (Nasdaq: ONVO) and also CEO and Chairman of Viscient Bio. Prior to co-founding Viscient Bio in 2017, Mr. Murphy founded Organovo in 2007 and led all company operations until 2017. Mr. Murphy re-joined the Organovo board of directors in

July 2020 and has served as its Executive Chairman since September 2020. Prior to Organovo, Mr. Murphy spent ten years at Amgen in roles of increasing responsibility, including four years as the Global Operations Leader of denosumab, now marketed as Prolia & Xgeva. Prior to Amgen, he played a key role at Alkermes in the development of once-monthly human growth hormone (hGH) in partnership with Genentech. He holds a B.S. in Chemical Engineering from the Massachusetts Institute of Technology and is an alumnus of the UCLA Anderson School of Management. Mr. Murphy serves as co-chair of the Board of No Patient Left Behind, and on the Board of Directors of California Life Sciences, the state's life science industry public policy, advocacy and business leadership organization. Mr. Murphy was appointed to the Board because of his significant healthcare experience.

Mr. Neugeboren is currently the Chief Strategy Officer of Cronus Pharma, LLC, a fully integrated R&D, manufacturing and sales & marketing animal health pharmaceutical company. Previously, Mr. Neugeboren was the Chief Strategy Officer for the parent pharmaceutical group comprised of Rising Pharma Holdings, Inc., a generic pharmaceutical company, and Casper Pharma, LLC, a specialty pharmaceutical company. Mr. Neugeboren currently serves on the Board of Directors of Grace Therapeutics, Inc. (Nasdaq: GRCE), a late-stage biopharmaceutical company addressing rare and orphan diseases where he is a member of the Audit, Compensation and Nominating & Governance Committees. Additionally, Mr. Neugeboren is Founder and Managing Partner of QuadView Healthcare Advisors, a healthcare investment banking and business development firm. Mr. Neugeboren began his career in 1992 as an equity research analyst covering the Specialty Pharmaceuticals industry, including Generic Drugs and Drug Delivery at Dillon, Read & Co., Kidder, Peabody & Co., and Furman, Selz, Inc. He was a member of the top-ranked Greenwich Associates Mid-Cap Pharmaceuticals Team. Mr. Neugeboren graduated with a BA in Economics from Union College. Mr. Neugeboren was appointed to the Board because of his significant healthcare experience.

Mr. Murphy and Mr. Neugeboren will be compensated in accordance with the Company's standard non-employee director compensation plan.

There are no related party transactions between the Company and each of Mr. Murphy and Mr. Neugeboren reportable under Item 404(a) of Regulation S-K.

#### Item 8.01 Other Events

On March 11, 2025, the Company issued a press release announcing the appointment of each Mr. Murphy and Mr. Neugeboren, and the resignation of each Ms. Giordano and Mr. Wikler. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits.

##### (d) Exhibit

No.	Description
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99.1	<a href="#">Press Release, dated March 11, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### 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: March 11, 2025

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



### Matinas BioPharma Appoints Seasoned Biotech Leaders to Board of Directors

**BEDMINSTER, N.J. (March 11, 2025)** – Matinas BioPharma Holdings, Inc. (NYSE American: MTNB) today announced the appointment of biotech industry veterans Keith Murphy and Edward Neugeboren to its Board of Directors as independent members, effective March 11, 2025 (the “Effective Date”). In addition, Matthew Wikler, M.D., and Natasha Giordano stepped down from the Board on the Effective Date.

“We are thrilled to announce the addition of Keith and Edward to our Board,” stated Jerome D. Jabbour, Chief Executive Officer of Matinas. “Their deep industry experience, leadership expertise, and capital markets acumen will be of great value as we move the company forward into a new era continuing our work to create long-term value for shareholders. We would also like to take this opportunity to thank the departing Directors Matthew Wikler and Natasha Giordano for their dedicated service, guidance, and insight during their tenure.”

Mr. Murphy will become Chair of the Nominating and Governance Committee, replacing Ms. Giordano, and become a member of the Compensation Committee and Mr. Neugeboren will become Chair of the Compensation Committee, replacing Dr. Wikler, and become a member of the Audit Committee.

Keith Murphy is currently a Director and Executive Chairman of Organovo Holdings, Inc. (Nasdaq: ONVO) and CEO and Chairman of Visient Bio, Inc. Prior to co-founding Visient Bio in 2017, Mr. Murphy founded Organovo in 2007 and led all company operations until 2017. He co-invented the NovoGen MMX bioprinter platform and grew Organovo through early investments and pharma corporate partnerships. Prior to Organovo, Mr. Murphy spent ten years at Amgen in roles of increasing responsibility, including four years as the Global Operations Leader of denosumab, now marketed as Prolia & Xgeva (\$6B+ annual sales).

Mr. Murphy holds a B.S. in Chemical Engineering from the Massachusetts Institute of Technology (MIT) and is an alumnus of the UCLA Anderson School of Management. Mr. Murphy serves as co-chair of the Board of No Patient Left Behind, and on the Board of Directors of California Life Sciences, the state’s life science industry public policy, advocacy and business leadership organization.

Edward Neugeboren has over thirty-three years of diversified healthcare experience in pharmaceutical operations, business development, corporate management, corporate governance, investment banking, asset management and institutional equity research. Mr. Neugeboren currently serves on the Board of Directors of Grace Therapeutics, Inc. (Nasdaq: GRCE), a late-stage biopharmaceutical company addressing rare and orphan diseases where he is a member of the Audit, Compensation and Nominating & Governance Committees. Since January of 2016, Mr. Neugeboren has served as the Chief Strategy Officer of Cronus Pharma, LLC, a fully integrated R&D, manufacturing and sales & marketing animal health pharmaceutical company. Mr. Neugeboren leads Cronus Pharma’s commercial operations, sales and marketing, strategic planning, business development and M&A, and is also responsible for developing and executing overall corporate strategy as well as corporate and portfolio acquisitions and licensing. Previously, Mr. Neugeboren was the Chief Strategy Officer for the parent pharmaceutical group comprised of Rising Pharma Holdings, Inc., a generic pharmaceutical company, and Casper Pharma, LLC, a specialty pharmaceutical company. Additionally, Mr. Neugeboren is Founder and Managing Partner of QuadView Healthcare Advisors, a healthcare investment banking and business development firm. Mr. Neugeboren was previously a Managing Director Third Ridge Capital Management, LLC, a U.S. equity hedge fund.

Mr. Neugeboren was also Chief Administrative Officer and Director of Equity Research Operations at Lehman Brothers where he was a senior member of the management team responsible for operations for a 200-person department with direct management of technology, finance, editorial and production, human resources, and compliance. He was Deputy Director of Equity Research at UBS, formerly Warburg Dillon Read and Director of Equity Research Operations responsible for operations for a 150-person department. Additionally, he participated on the Investment Policy & Equity Commitment Committees.

Mr. Neugeboren began his career in 1992 as an equity research analyst covering the Specialty Pharmaceuticals industry, including Generic Drugs and Drug Delivery at Dillon, Read & Co., Kidder, Peabody & Co., and Furman, Selz, Inc. He was a member of the top-ranked Greenwich Associates Mid-Cap Pharmaceuticals Team. He also served as an Advisor to Healthcare Capital Corp., Inc., and its merger with AlphaTau, Inc., a radiopharmaceutical company, Director of Elite Pharmaceuticals Inc., a public specialty pharmaceutical company and KineMed, Inc., a private biopharmaceutical company. Mr. Neugeboren graduated with a BA in Economics from Union College.

#### About Matinas BioPharma

Matinas BioPharma is a biopharmaceutical company focused on delivering groundbreaking therapies using its lipid nanocrystal (LNC) platform delivery technology.

#### About MAT2203

Matinas BioPharma’s MAT2203 is a potential oral broad-spectrum treatment for invasive deadly fungal infections. Although amphotericin B is a fungicidal agent, it is currently only available through an intravenous route of administration, which is known to be associated with several significant safety issues such as renal toxicity and anemia due to very high circulating levels of amphotericin B. MAT2203 has the potential to overcome the significant limitations of the currently available amphotericin B products due to its targeted oral delivery. Combining comparable fungicidal activity with targeted delivery results in a lower risk of toxicity and potentially creates the ideal antifungal agent for the treatment of invasive fungal infections. MAT2203 was successfully evaluated in the completed Phase 2 EnACT study in HIV patients suffering from cryptococcal meningitis, meeting its primary endpoint and achieving robust survival. MAT2203 was planned to be further evaluated in a single Phase 3 registration trial as an oral step-down monotherapy following treatment with AmBisome (liposomal amphotericin B) compared with the standard of care in patients with invasive aspergillosis who have limited treatment options.

For more information, please visit [www.matinasbiopharma.com](http://www.matinasbiopharma.com).

#### Forward-looking Statements

This release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including those relating to the appointment of Mr. Murphy and Mr. Neugeboren, and other statements that are predictive in nature, that depend upon or refer to future events or conditions. All statements other than statements of historical fact are statements that could be forward-looking statements. Forward-looking statements include words such as “expects,” “anticipates,” “intends,” “plans,” “could,” “believes,” “estimates” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from any future results expressed or implied by the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, the partnering of MAT2203, and the evaluation of other alternatives for the Company, including a winddown or dissolution of the Company; and the other factors listed under “Risk Factors” in our filings with the SEC, including Forms 10-K, 10-Q and 8-K. Investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this release. Except as may be required by law, the Company does not undertake any obligation

to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Matinas BioPharma's product candidates are all in a development stage and are not available for sale or use.

**Investor Contact**

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