

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>Pembroke &amp; Partners LLC</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS 27TH FLOOR  (Street) NEW YORK NY 10105  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/13/2025	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 <input type="checkbox"/> 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)
---------------------------------	---	--	---

**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			
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	839,591 <sup>(1)(2)(3)</sup>	(4)	D	
Warrants	(5)	(5)	Common Stock	1,679,182 <sup>(3)(2)(1)</sup>	(5)	D	

**Explanation of Responses:**

- Pursuant to the Securities Purchase Agreement dated February 13, 2025 (the "Purchase Agreement"), Pembroke & Partners ("Pembroke") purchased an aggregate of 492 shares of the Issuer's Series C Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), which are convertible into up to 839,591 shares of the Issuer's common stock, 0.0001 par value per share ("Common Stock"), and warrants (the "Warrants"), which are exercisable for up to 1,679,182 shares of Common Stock.
- After April 10, 2025, each holder of Preferred Stock will be entitled to vote on an as-converted to Common Stock basis with a per share voting price of \$0.6393, provided that, until Shareholder Approval is obtained, all Preferred Stock holders are prohibited from voting in the aggregate in excess of 1,016,888 shares of Common Stock, representing 19.99% of the number of shares of Common Stock outstanding immediately prior to the date of the Purchase Agreement (the "19.99% Limit"). Until Shareholder Approval is obtained, Pembroke's beneficial ownership is subject to the 19.99% Limit, or approximately 5.9% of the outstanding shares of Common Stock.
- The voting rights of the Preferred Stock and the shares of Common Stock issuable upon the exercise of the Warrants are subject to a 19.99% voting cap, applied collectively with all other holders of the Preferred Stock and Warrants until Shareholder Approval is obtained.
- From and after April 10, 2025, each share of Preferred Stock will be convertible, at the option of Pembroke & Partners at the price of \$0.586 (the "Conversion Price").
- The Warrants are exercisable from and after April 10, 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 10, 2025. Until Shareholder Approval is obtained, the Warrants will only be exercisable up to the 19.99% Limit.

**Remarks:**

/s/ Robert J. Eide 02/25/2025  
 \*\* 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.