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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Pembroke & Partners LLC</u> (Last) (First) (Middle) <u>1345 AVENUE OF THE AMERICAS</u> <u>27TH FLOOR</u> (Street) <u>NEW YORK NY 10105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Matinas BioPharma Holdings, Inc. [MTNB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/08/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/25/2025</u>		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Convertible Preferred Stock	\$0.586	04/08/2025		P		492		04/04/2025	(3)	Common Stock	839,591	\$1,000 ⁽¹⁾	984 ⁽²⁾	D	
Warrants	\$0.6446	04/08/2025		P		1,679,182		04/08/2025	04/08/2030	Common Stock	1,679,182	(1)	3,358,364	D	

Explanation of Responses:

- Pursuant to the Securities Purchase Agreement, dated February 13, 2025, Pembroke purchased an aggregate of 984 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 3,358,364 Warrants for gross proceeds of \$984,000. The Preferred Stock and Warrants were sold in two tranches with each tranche consisting of 492 shares of Preferred Stock and 1,679,182 Warrants.
- 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 Pembroke voting power based on the Preferred Stock of up to 23% of the outstanding Common Stock. Pembroke'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.
- N/A

Remarks:

/s/ Robert J. Eide 04/10/2025
 ** 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 4 (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.