

FORM 4

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

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person * SULLIVAN GREGORY M (Last) (First) (Middle) C/O TONIX PHARMACEUTICALS HOLDING CORP., 509 MADISON AVENUE, SUITE 306 (Street) NEW YORK, NY 10022 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Tonix Pharmaceuticals Holding Corp. [TNXP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Medical Officer	
		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option	\$ 0.55	03/01/2017		A		75,000	(1)	03/01/2027	Common Stock	75,000	\$ 0 (2)	75,000	D	
Stock Option	\$ 0.55	03/01/2017		A		75,000	(3)	03/01/2027	Common Stock	75,000	\$ 0 (2)	75,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN GREGORY M C/O TONIX PHARMACEUTICALS HOLDING CORP. 509 MADISON AVENUE, SUITE 306 NEW YORK, NY 10022			Chief Medical Officer	

Signatures

/s/Jessica Morris, Attorney-in-Fact	03/01/2017
Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.

(2) The option was granted pursuant to the Issuer's 2016 Stock Incentive Plan.

(3) The option vests 50% if the Issuer achieves enrollment of 250 patients in its HONOR study by December 31, 2017, with the remaining 50% vesting 1% for each patient that is enrolled in the HONOR study by December 31, 2017 in excess of 250, subject to a one year minimum service period prior to vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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