

**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): July 16, 2021

**TONIX PHARMACEUTICALS HOLDING CORP.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

001-36019  
(Commission  
File Number)

26-1434750  
(IRS Employer  
Identification No.)

26 Main Street, Chatham, New Jersey 07928  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (862) 904-8182

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(s)	Name of each exchange on which registered
Common Stock	TNXP	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.**

(d) On July 16, 2021, the Directors (the "Board") of Tonix Pharmaceuticals Holding Corp. (the "Company"), increased the size of the Board from seven to eight directors and, upon the recommendation of its Nominating and Corporate Governance Committee, appointed Carolyn E. Taylor as director of the Company, effective immediately.

Ms. Taylor, age 62, was general counsel of Strike Protocols Inc., a financial technology company, from 2019 to 2020, and held positions of varying responsibility, including partner, and most recently, of counsel, at the law firm of Covington & Burling LLP from 1989 to 2000 and 2004 to 2015. From 2000 to 2003, Ms. Taylor served as Executive Vice President and General Counsel of Longitude, Inc., a financial services company. Ms. Taylor graduated from Columbia Law School and earned a B.A. from Brown University. Ms. Taylor's broad transactional experience was instrumental in her selection as a member of the Board.

In connection with her appointment to the Board, the Board has granted Ms. Taylor 237,437 stock options, which vest on the Company's 2022 annual meeting of stockholders and are exercisable at \$0.98 per share, and will receive an annual retainer of \$50,000 for her service on the Board.

There are no arrangements or understandings pursuant to which Ms. Taylor was appointed as a director, and there are no related party transactions between the Company and Ms. Taylor reportable under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Taylor's appointment to the Board is filed as Exhibit 99.01 to, and incorporated by reference in, this report.

**Item 9.01 Financial Statements and Exhibits.**

(d)	Exhibit No.	Description.
	<u>99.01</u>	Press release of the Company, dated July 19, 2021

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**SIGNATURE**

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**TONIX PHARMACEUTICALS HOLDING CORP.**

Date: July 19, 2021

By: /s/ Bradley Saenger  
Bradley Saenger  
Chief Financial Officer

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**Tonix Pharmaceuticals Announces New Board Member, Carolyn E. Taylor.**

NEW YORK, July 19, 2021 (GLOBE NEWSWIRE) -- Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP) (Tonix), a clinical-stage biopharmaceutical company, today announced the appointment of Carolyn E. Taylor to its Board of Directors, effective as of July 16, 2021.

Seth Lederman, M.D., President and Chief Executive Officer of Tonix commented, "We are pleased to welcome Carolyn E. Taylor to the Tonix Board. Ms. Taylor brings over 35 years of experience in corporate law, including 15 years as a partner at Covington & Burling LLP and six years as general counsel of two start-up companies. Her broad-based transactional experience will be invaluable to Tonix as we continue to grow the company. We look forward to the insights Ms. Taylor will bring to the Board."

"It's a pleasure to join a company with a strong sense of purpose coupled with such a dedicated, experienced management team," said Ms. Taylor. "I look forward to collaborating with the management team and the other members of Tonix's Board as well as offering my perspective on Tonix's strategic initiatives."

Ms. Taylor was a Partner at the Covington & Burling law firm for more than 15 years where she was a corporate attorney with a broad-based transactional practice. Ms. Taylor has also served as General Counsel of Strike Protocols, Inc. and Longitude, Inc.

Ms. Taylor received a B.A., *magna cum laude*, from Brown University and a J.D. from Columbia Law School, where she was a Harlan Fiske Stone Scholar and the Developing Editor of the Columbia Law Review.

**About Tonix Pharmaceuticals Holding Corp.**

Tonix is a clinical-stage biopharmaceutical company focused on discovering, licensing, acquiring and developing small molecules and biologics to treat and prevent human disease and alleviate suffering. Tonix's portfolio is primarily composed of central nervous system (CNS) and immunology product candidates. The Company's CNS portfolio includes both small molecules and biologics to treat pain, neurologic, psychiatric and addiction conditions. Tonix's lead CNS candidate, TNX-102 SL<sup>1</sup>, is in mid-Phase 3 development for the management of fibromyalgia, with positive data from the Phase 3 RELIEF study reported in December 2020. The Company expects interim data from the second Phase 3 study, RALLY, in the third quarter of 2021 and topline data in the first quarter of 2022. Tonix's immunology portfolio includes vaccines to prevent infectious diseases and biologics to address immunosuppression, cancer, and autoimmune diseases. Tonix's lead vaccine candidate, TNX-1800<sup>2</sup>, is a live replicating vaccine based on the horsepox viral vector platform to protect against COVID-19, primarily by eliciting a T cell response. Tonix reported positive efficacy data from animal studies of TNX-1800 in the first quarter of 2021. TNX-801<sup>2</sup>, live horsepox virus vaccine for percutaneous administration, is in development to protect against smallpox and monkeypox.

<sup>1</sup>TNX-102 SL is an investigational new drug and has not been approved for any indication.

<sup>2</sup>TNX-1800 and TNX-801 are investigational new biologics and have not been approved for any indication.

This press release and further information about Tonix can be found at [www.tonixpharma.com](http://www.tonixpharma.com).

**Forward Looking Statements**

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as "anticipate," "believe," "forecast," "estimate," "expect," and "intend," among others. These forward-looking statements are based on Tonix's current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, inclusion in the Russell indexes, risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; delays and uncertainties caused by the global COVID-19 pandemic; risks related to the timing and progress of clinical development of our product candidates; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development efforts and dependence upon third parties; and substantial competition. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval, and commercialization of new products. Tonix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission (the "SEC") on March 15, 2021, and periodic reports filed with the SEC on or after the date thereof. All Tonix's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date thereof.

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