

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
0001430306	Tamandare Explorations Inc.	<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Tonix Pharmaceuticals Holding Corp.	TAMANDARE EXPLORATIONS INC.	<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
NEVADA		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year)	2008	
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Tonix Pharmaceuticals Holding Corp.			
Street Address 1		Street Address 2	
509 MADISON AVE., SUITE 306			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
NEW YORK	NEW YORK	10022	212-980-9155

3. Related Persons

Last Name	First Name	Middle Name	
Lederman	Seth		
Street Address 1		Street Address 2	
509 MADISON AVE., SUITE 306			
City	State/Province/Country	ZIP/Postal Code	
NEW YORK	NEW YORK	10022	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Rosen	Rhonda		
Street Address 1	Street Address 2		
509 MADISON AVE., SUITE 306			
City	State/Province/Country	ZIP/Postal Code	
NEW YORK	NEW YORK	10022	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Selzer	Benjamin		
Street Address 1	Street Address 2		
509 MADISON AVE., SUITE 306			
City	State/Province/Country	ZIP/Postal Code	
NEW YORK	NEW YORK	10022	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Davidson	Stuart		
Street Address 1	Street Address 2		
509 MADISON AVE., SUITE 306			
City	State/Province/Country	ZIP/Postal Code	
NEW YORK	NEW YORK	10022	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Grace	Patrick	
Street Address 1	Street Address 2	

509 MADISON AVE., SUITE 306

City: NEW YORK, State/Province/Country: NEW YORK, ZIP/Postal Code: 10022

Relationship: Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

Last Name: Landry, First Name: Donald, Middle Name:

Street Address 1: 509 MADISON AVE., SUITE 306, Street Address 2:

City: NEW YORK, State/Province/Country: NEW YORK, ZIP/Postal Code: 10022

Relationship: Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

Last Name: Mario, First Name: Ernest, Middle Name:

Street Address 1: 509 MADISON AVE., SUITE 306, Street Address 2:

City: NEW YORK, State/Province/Country: NEW YORK, ZIP/Postal Code: 10022

Relationship: Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

Last Name: Mather, First Name: Charles, Middle Name:

Street Address 1: 509 MADISON AVE., SUITE 306, Street Address 2:

City: NEW YORK, State/Province/Country: NEW YORK, ZIP/Postal Code: 10022

Relationship: Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

Last Name

Rhodes

First Name

John

Middle Name

Street Address 1

509 MADISON AVE., SUITE 306

Street Address 2

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

4. Industry Group

Agriculture

Banking & Financial Services

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial

Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Health Care

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

Real Estate

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

Technology

Computers

Telecommunications

Other Technology

Travel

Airlines & Airports

Lodging & Conventions

Tourism & Travel
Services

Other Travel

Other

5. Issuer Size

Revenue Range

No Revenues

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

Aggregate Net Asset Value Range

No Aggregate Net Asset Value

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |

Units consisting of shares of common stock, class A warrants and class B warrants

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
DAWSON JAMES SECURITIES, INC	130645	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
925 SOUTH FEDERAL HIGHWAY, SUITE 600		
City	State/Province/Country	ZIP/Postal Code
BOCA RATON	FLORIDA	33432
State(s) of Solicitation	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US

- CALIFORNIA
- FLORIDA
- GEORGIA
- ILLINOIS
- KANSAS
- MARYLAND
- MASSACHUSETTS
- MINNESOTA
- NEW JERSEY
- NEW YORK
- PENNSYLVANIA
- TENNESSEE
- TEXAS
- VIRGINIA
- WASHINGTON

13. Offering and Sales Amounts

Total Offering Amount	\$ 1000000	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 4302950	USD	
Total Remaining to be Sold	\$ 5697050	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

A number of investors received units in exchange for \$1,925,000 in previously issued secured convertible debentures of the issuer.

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD Estimate

Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

Dawson James Securities, Inc. also earned warrants to purchase shares of common stock equal to 10% of the gross proceeds delivered by purchasers introduced by them in the financing and a 2% non-accountable fee.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration

brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Tonix Pharmaceuticals Holding Corp.	/s/ Seth Lederman	Seth Lederman	CEO	2012-01-30