

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): April 30, 2012

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**TONIX PHARMACEUTICALS HOLDING CORP.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

333-150419  
(Commission  
File Number)

26-1434750  
(IRS Employer  
Identification No.)

509 Madison Avenue, Suite 306, New York, New York 10022  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 980-9155

**Copy of correspondence to:**

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Harvey Kesner, Esq.  
James M. Turner, Esq.  
Sichenzia Ross Friedman Ference LLP  
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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))
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**ITEM 5.03      Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

**ITEM 5.07      Submission of Matters to a Vote of Security Holders.**

By resolution dated April 16, 2012, which was effective on April 3, 2012, holders of a majority of the issued and outstanding shares of common stock of Tonix Pharmaceuticals Holding Corp. (the "Company") approved the following matters by written consent:

- an amendment to the Articles of Incorporation of the Company, as amended, to increase the number of authorized shares of our common stock, par value \$.001 per share, to 150,000,000 shares and to authorize 5,000,000 shares of blank-check preferred stock, par value \$.001 per share; and
- the adoption of the Company's 2012 Incentive Stock Plan and the reservation of 4,000,000 shares of common stock for issuance thereunder.

On May 2, 2012, the Company amended its Articles of Incorporation, as amended, to increase the number of authorized shares of its common stock, par value \$.001 per share, to 150,000,000 shares and to authorize 5,000,000 shares of blank-check preferred stock, par value \$.001 per share, by filing a Certificate of Amendment to the Articles of Incorporation (the "Certificate of Amendment") with the Secretary of State of Nevada to effectuate such amendment. The Certificate of Amendment, effective May 2, 2012, is attached to this Form 8-K as Exhibit 3.01 and is incorporated by reference. The Certificate of Amendment was authorized by the Board of Directors pursuant to a unanimous consent in lieu of a meeting, and was approved by a majority of the stockholders of the Company as described above.

**ITEM 7.01      Regulation FD Disclosure.**

In connection with the Articles of Amendment, on May 2, 2012, the Company mailed notice to all shareholders as required pursuant to Section 78.370 of the Nevada General Corporation Law. A copy of the letter to shareholders is furnished herewith as Exhibit 99.02.

The information in this Item 7.01 of this Form 8-K is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. The information in this Item 7.01 of this Form 8-K also shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference. This report under Item 7.01 is not deemed an admission as to the materiality of any information in this report that is required to be disclosed solely by Regulation FD.

**ITEM 9.01      Financial Statements and Exhibits.**

(d) Exhibits.

- 3.01 Certificate of Amendment to the Articles of Incorporation, as filed with the Secretary of State of the State of Nevada on May 2, 2012.
- 99.01 Form of 2012 Tonix Pharmaceuticals Holding Corp. Incentive Stock Option Plan, filed as an exhibit to the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 23, 2012 and incorporated herein by reference.
- 99.02 Form of letter to shareholders from the Company, dated May 2, 2012.

**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: May 4, 2012

By: /s/ SETH LEDERMAN

Seth Lederman

President and Chief Executive Officer



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov



\*090201\*

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20120314411-99</b>
	Filing Date and Time <b>05/02/2012 11:45 AM</b>
	Entity Number <b>E0792182007-8</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Tonix Pharmaceuticals Holding Corp.

2. The articles have been amended as follows: (provide article numbers, if available)

Article IV has been amended and restated to increase the number of authorized shares of common stock to 150,000,000 and to authorize blank-check preferred stock. The complete text of the new Article IV is as follows:

**IV. AUTHORIZATION OF CAPITAL STOCK:** The Corporation is authorized to issue two classes of stock. One class of stock shall be Common Stock, par value \$0.001. The second class of stock shall be Preferred Stock, par value \$0.001.

(continues on Annex A)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 57.00%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
 Revised: 3-8-06

**ANNEX A**

The Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the board of directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the board of directors.

The total number of shares of stock of each class which the Corporation shall have authority to issue and the par value of each share of each class of stock are as follows:

<u>Class</u>	<u>Par Value</u>	<u>Authorized Shares</u>
Common	\$0.001	150,000,000
Preferred	\$0.001	<u>5,000,000</u>
Total:		155,000,000

[Company Letterhead]

May 2, 2012

To Our Stockholders:

Notice is hereby given that Tonix Pharmaceuticals Holding Corp. (the "Company") has taken the following actions pursuant to a written consent of a majority of stockholders dated April 16, 2012, in lieu of a special meeting of the stockholders:

1. Amended its Articles of Incorporation, as amended, to increase the number of authorized shares of our common stock, par value \$.001 per share (the "Common Stock"), to 150,000,000 shares and authorize to 5,000,000 shares of blank-check preferred stock, par value \$.001 per share (the "Preferred Stock"). The Company believes that the increase in authorized Common Stock and the creation of the Preferred Stock will provide it greater flexibility with respect to its capital structure for such purposes as additional financing and possible stock based acquisitions; and

2. Adopted the Company's 2012 Incentive Stock Plan and the reservation of 4,000,000 shares of common stock for issuance thereunder.

This letter will serve as written notice to stockholders pursuant to Section 78.370 of the Nevada General Corporation Law.

We thank you for your continued support.

Sincerely,

/s/ SETH LEDERMAN

Seth Lederman  
Chief Executive Officer

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