

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): May 9, 2012

**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:**

Marc J. Ross, Esq.  
Harvey Kesner, Esq.  
James M. Turner, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, New York 10006  
Tel: (212) 930-9700 Fax: (212) 930-9725

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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## Explanatory Note

Tonix Pharmaceuticals Holding Corp. (the "Company") is filing this Amendment No. 1 on Form 8-K/A to the Company's Current Report on Form 8-K dated May 9, 2012, which was filed on May 10, 2012 (the "8-K"), in order to file a corrected press release that was issued by the Company on May 11, 2012 relating to the appointment of Dr. Samuel Saks to the Board of Directors of the Company.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously reported in the Form 8-K, effective May 9, 2012, the Board of Directors of the Company appointed Dr. Samuel Saks as a director of the Company. From April 2011 until February 2012, Dr. Saks served as interim Chief Medical Officer of Threshold Pharmaceuticals, a publicly-held biopharmaceutical company. From September 2005 until October 2010, Dr. Saks served on the board of directors of Trubion Pharmaceuticals, a publicly-held biopharmaceutical company. Between September 2007 and July 2009, Dr. Saks served on the board of directors of Cougar Biotechnology, a publicly-held biopharmaceutical company. Between 2003 and April 2009, Dr. Saks was the chief executive officer and a director of Jazz Pharmaceuticals, Inc., a publicly-held biopharmaceutical company, which he co-founded in 2003. From 2001 until 2003, Dr. Saks was company group chairman of ALZA Corporation and a member of the Johnson & Johnson Pharmaceutical Operating Committee. From 1992 until 2001, Dr. Saks held various positions at ALZA, including Chief Medical Officer and Group Vice President, where he was responsible for clinical, regulatory and commercial activities. Previously, Dr. Saks held clinical research and development management positions with Schering-Plough, Xoma and Genentech. Dr. Saks formerly served as a scientific advisor to ArQule Pharmaceuticals, CMEA Ventures and ProQuest Investments. Dr. Saks is board certified in oncology and received a B.S. and an M.D. from the University of Illinois.

There is no understanding or arrangement between Dr. Saks and any other person pursuant to which Dr. Saks was selected as a director. Dr. Saks does not have any family relationship with any director, executive officer or person nominated or chosen by us to become a director or executive officer.

### **ITEM 7.01 Regulation FD Disclosure.**

On May 11, 2012, the Company issued a corrected press release relating to the appointment of Dr. Samuel Saks, as discussed in Item 5.02 above. A copy of the press release that discusses these matters is filed as Exhibit 99.01 to, and incorporated by reference in, this report.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.01, is furnished pursuant to, and shall not be deemed to be "filed" for the purposes of, Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or any other document filed pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing. By filing this Current Report on Form 8-K and furnishing the information contained in this Item 7.01, including Exhibit 99.01, the Company makes no admission as to the materiality of any such information that it is furnishing.

### **ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.01 Corrected Press Release, issued by Tonix Pharmaceuticals Holding Corp. on May 11, 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 11, 2012

By: /s/ SETH LEDERMAN  
Seth Lederman  
President and Chief Executive Officer



**Contacts:**

**Tonix Pharmaceuticals Holding Corp.**

Benjamin Selzer, Chief Operating Officer  
(212) 980-9155 x106

**LHA**

Anne Marie Fields  
(212) 838-3777  
afields@lhai.com

or

Bruce Voss  
(310) 691-7100  
bvoss@lhai.com  
@LHA-IR-PR

**TONIX PHARMACEUTICALS APPOINTS DR. SAMUEL SAKS TO ITS BOARD OF DIRECTORS**

**NEW YORK (May 10, 2012)** – Tonix Pharmaceuticals Holding Corp. (OTCBB: TNXP) (“TONIX” or the “Company”), a specialty pharmaceutical company developing therapies for challenging disorders of the central nervous system (“CNS”), including fibromyalgia syndrome (“FM”) and post-traumatic stress disorder (“PTSD”), today announced the appointment of Samuel R. Saks, M.D. (age 57) to the Company’s Board of Directors. Dr. Saks has more than 25 years of experience developing pharmaceutical products for CNS conditions, including Xyrem® and Concerta®. With this appointment the TONIX Board has eight Directors.

**Dr. Saks is the** former CEO of Jazz Pharmaceuticals, Inc. (NASDAQ: JAZZ) (“Jazz”), which he co-founded in 2003. At Jazz Dr. Saks was responsible for the commercialization of Xyrem (sodium oxybate) for cataplexy and excessive daytime sleepiness associated with narcolepsy. Dr. Saks also designed and led the effort to develop sodium oxybate as a treatment for FM. Although the program to develop sodium oxybate as a treatment for fibromyalgia was abandoned in 2011, robust efficacy in treating pain and other key symptoms was demonstrated. Sodium oxybate has also been shown to significantly improve disordered sleep, a mechanism targeted by TONIX’s lead program for FM.

From 2001 until he joined Jazz, Dr. Saks was company group chairman of ALZA Corporation (“ALZA”) and a member of the Johnson & Johnson Pharmaceutical Operating Committee. Prior to its acquisition by Johnson & Johnson’s (NYSE: JNJ) in 2001, from 1992 until 2001 Dr. Saks held executive positions at ALZA including Group Vice President, where he was responsible for clinical, regulatory and commercial activities. At ALZA Dr. Saks played an important role in developing Concerta, a new formulation of methylphenidate for attention deficit hyperactivity disorder.

Prior to joining ALZA Dr. Saks held clinical research and development management positions with Schering-Plough, Xoma and Genentech. Dr. Saks formerly served as a scientific advisor to ArQule Pharmaceuticals, CMEA Ventures and ProQuest Investments. Dr. Saks served as a Director of Cougar Biotechnology, which was acquired by Johnson & Johnson in 2009, and as a Director of Trubion Pharmaceuticals, which was acquired by Emergent BioSolutions (NYSE: EBS) in 2010. From April 2011 until February 2012, Dr. Saks served as interim Chief Medical Officer of Threshold Pharmaceuticals (NASDAQ: THLD).

Dr. Saks received his Bachelor of Science degree in biology and his Doctor of Medicine degree from the University of Illinois. From 1987 to 2000 he was Assistant Clinical Professor of Medicine in the oncology division of the Department of Medicine at the University of California, San Francisco.

Seth Lederman, M.D., Chairman and President of TONIX said, “Sam brings to TONIX a phenomenal track record of successfully developing important prescription medications. His experience in developing novel therapeutic products for CNS conditions, including fibromyalgia, will be of tremendous value to our senior management team and to our Board of Directors. We look forward to benefitting from his guidance as we advance our lead product candidates and create shareholder value.”

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Ernest Mario, Ph.D., a member of the TONIX Board of Directors, added, "We are delighted to welcome Sam to our Board. Sam and I have worked together for more than 20 years. Sam has an outstanding commitment to helping patients by developing medicines to address unmet needs. Sam's insights into CNS drug development make him ideally suited to bring strategic value to TONIX as we move forward with the clinical development of our CNS product pipeline."

#### **About TONIX**

TONIX is developing innovative prescription medications for challenging disorders of the central nervous system. The Company targets conditions characterized by significant unmet medical need, inadequate existing treatment options, and high dissatisfaction among both patients and physicians. TONIX'S core technology improves the quality of sleep in patients with chronic pain syndromes. TONIX'S lead products are designed to be fundamental advances in sleep hygiene and pain management and to be safer and more effective than currently available treatments. TONIX'S products are the result of a program to harvest advances in science and medicine to search for potential therapeutic solutions among known pharmaceutical agents. TONIX is developing new formulations that have been optimized for new therapeutic uses. Its most advanced product candidates, TNX-102 for FM and TNX-105 for PTSD, are novel dosage formulation of cyclobenzaprine, the active ingredient in two U.S. FDA-approved muscle relaxants. To learn more about the Company and its pipeline of treatments for CNS conditions, please visit [www.tonixpharma.com](http://www.tonixpharma.com).

*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," "estimated" 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, substantial competition; our ability to continue as a going concern; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payer reimbursement; limited sales and marketing efforts and dependence upon third parties; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. 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 filed with the SEC on March 30, 2012 and future periodic reports filed with the Securities and Exchange Commission. All of the Company'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 hereof.*

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