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): June 12, 2012

TONIX PHARMACEUTICALS HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada	**333-150419**	**26-1434750**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(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

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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))

ITEM 7.01 Regulation FD Disclosure.

The Company intends to utilize an updated investor presentation to conduct meetings with investors, stockholders and analysts and at investor conferences, and which the Company intends to place on its website, which may contain non-public information. A copy of the presentation is filed as Exhibit 99.01.

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 Corporate Presentation by the Company for June 2012*

* Furnished herewith.

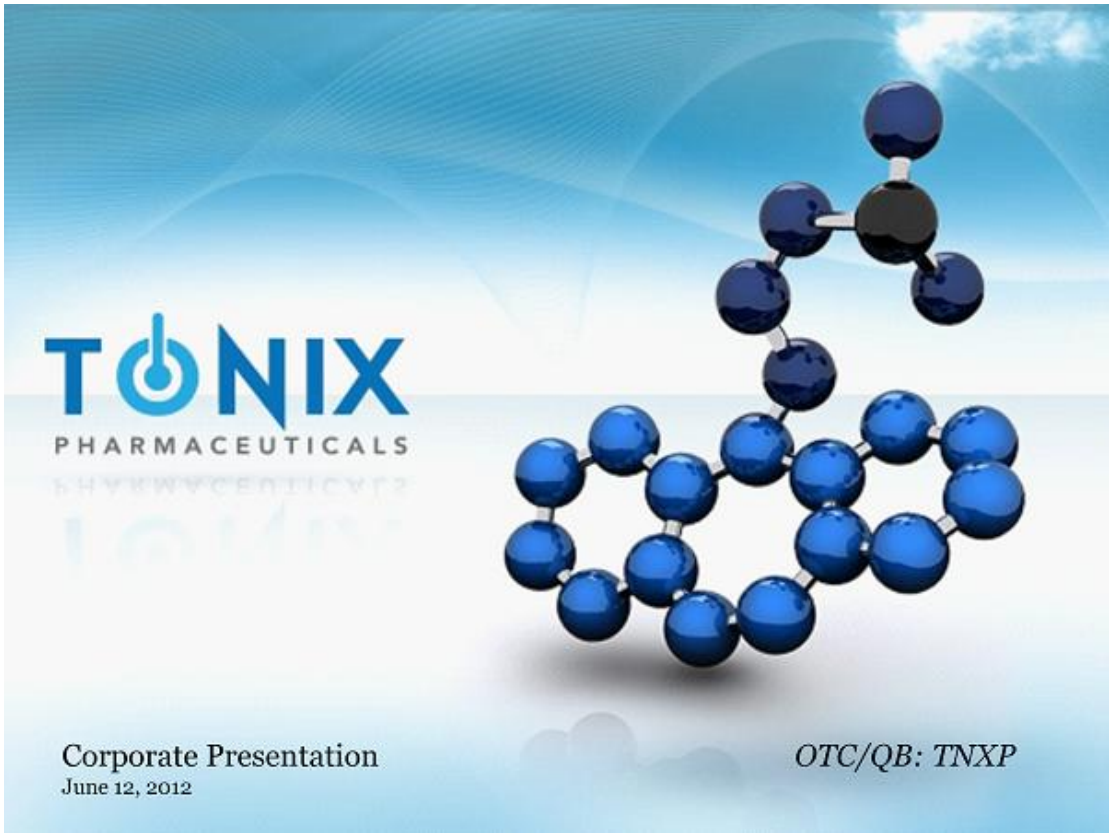
SIGNATURE

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: June 12, 2012

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


TONIX
PHARMACEUTICALS
Corporate Presentation
June 12, 2012
OTC/QB: TNXP

Disclosures

Forward-looking Statements

The statements and discussions contained in this presentation that are not historical facts constitute forward-looking statements. These can be identified by the use of forward-looking words, such as "believes", "expects", "may", "intends", "anticipates", "plans", "estimates", or any other analogous or similar expressions intended to identify forward-looking statements. These forward-looking statements and estimates as to future performance, estimates as to future valuations, and other statements contained herein regarding matters that are not historical facts, are only predictions and actual events or results may differ materially. We cannot assure or guarantee that any future results described in this presentation will be achieved, and actual results could vary materially from those reflected in such forward-looking statements.

Information contained in this presentation has been complied from sources believed to be credible and reliable. However, we cannot guarantee such credibility and reliability. The forecasts and projections of events contained herein are based upon subjective valuations, analyses, and personal opinions.

Information Regarding Disclosures

The Common Stock and Warrants have not and will not be registered under the Securities Act of 1933, as amended (the "Act"), or under any state securities laws, nor has the Securities and Exchange Commission (the "Commission") or any state regulatory authority endorsed the Offering. Any representation to the contrary is a criminal offense.

In making an investment decision, investors must rely upon their own examination of the company and the terms of the Offering, including the merits and risks involved. The acquisition of the Stock, if offered, should be considered only by persons who can bear the economic risk of their investment of ran indefinite period of time and can afford a total loss of their investment. Each prospective investor in the Offering should, prior to purchasing any Stock, consult his own attorney and business advisor as to the legal, business, tax, and related matters concerning its investment and is urged to ask questions of, and receive answers from, the Company concerning the terms and conditions of the Offering and request any additional information they may consider Necessary in making an informed investment decision.

This presentation does not constitute an offer to sell or a solicitation of an offer to purchase any securities of any nature whatsoever, nor do the contents of the presentation constitute legal, tax, or business advice.

This presentation and the offering of the Company's Stock shall be kept confidential. The recipient agrees not to disclose to any third party any information contained herein, or any terms, conditions, or other facts with respect to he Offering, including, without limitation, that the Company is or may be contemplating the Offering.

Information included herewith has been obtained from the Company and other sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed by, and should not be construed as a representation by the Company. Any representations and warranties will be contained only in a definitive agreement signed by the investor and the Company.

Company Overview

- **Specialty pharmaceutical company developing innovative non-addictive products for chronic pain syndromes**
  - Fibromyalgia syndrome (FM)
  - Post-traumatic stress disorder (PTSD)
- **Unmet medical needs and large commercial opportunities**
  - Targeting sleep pathology
  - Central pain syndromes don't respond to opiate pain drugs or benzodiazepine sleep drugs
- **Capital efficient, risk-mitigated development pathway**
  - Near-term value-creating milestones
- **Experienced management and board**

Experienced Leadership

	Selected Previous Corporate Affiliations	Selected Previous Product Affiliations
Seth Lederman, MD CEO & Chairman	• Vela • Targent • Validus • Fontus	Fusilev® (levoleucovorin) for injection
Benjamin Selzer COO	• Reliant • Aton • Investment Banking	LOVAZA® omega-3-acid ethyl esters
Leland Gershell, MD, PhD CFO	• Cowen • Apothecary • Favus • Madison Williams	Zolinza® [vorinostat] capsules
Bruce Daugherty, PhD, MBA Senior Director of Drug Development	• Merck • Roche Institute	Tredaptive®

Accomplished Independent Board

	Selected Current & Previous Affiliations	Selected Previous Product Affiliations
Seth Lederman, MD Chairman	• Vela • Targent • Validus/Fontus	Fusilev® (levoleucovorin) for injection
Stuart Davidson	• Alkermes • Combion	
Patrick Grace	• WR Grace • Chemed • Grace Institute	
Donald Landry, MD, PhD	• Columbia University • Vela	
Ernest Mario, PhD	• Glaxo • Alza • Reliant	LOVAZA® omega-3 acid ethyl esters CONCERTA® methylphenidate HCl
Charles Mather	• Janney Montgomery Scott • Cowen • Smith Barney	
John Rhodes	• Booz Allen Hamilton	
Samuel Saks, MD	• Jazz • Alza • Cougar	XYREM® (sodium oxybate) oral solution CONCERTA® methylphenidate HCl

Product Pipeline

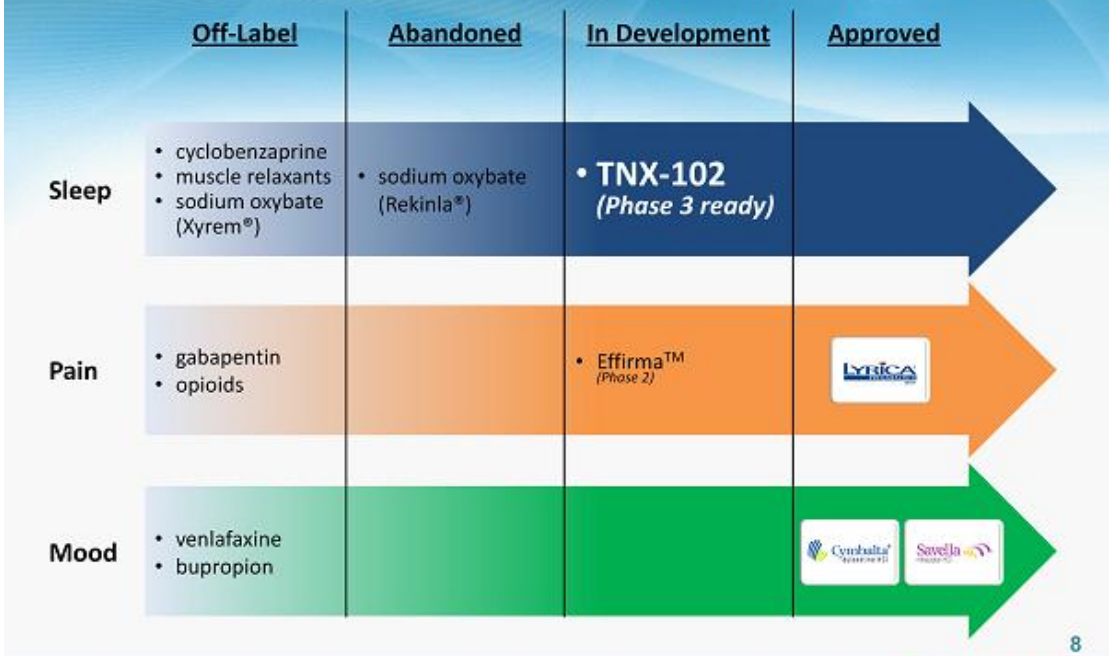
Product	Indication	Status
TNX-102	FM	• Very low dose cyclobenzaprine (VLDC) in novel formulation • Phase 2a successfully completed • Completing formulation to take into first pivotal trial • Trial expected to begin Q1 2013
TNX-105	PTSD	• Low dose cyclobenzaprine in novel formulation • Will leverage data from TNX-102 PK trial • Proof of concept trials anticipated to start early 2013 • Seeking U.S. Department of Defense funding
TNX-107	Traumatic Brain Injury	• Low dose cyclobenzaprine in novel formulation • Will leverage data from TNX-102 PK trial • Pivotal trials anticipated to start 2013 • Seeking U.S. Department of Defense funding
TNX-201	Headache	• NDA process for existing grandfathered (DESI) product • Potentially shortened process for FDA approval • DESI to NDA switch products enjoy mandated exclusivity
TNX-301	Alcoholism	• US patent allowed • Potential for government funding

FM Market Opportunity

- **~5 million U.S. patients***
- **U.S. prescription drug market estimated at $1.2 billion****
  - 2007-2010 CAGR of 18.4%**
- **No FDA approved drugs until 2007**
  - Lyrica (Pfizer) approved 2007: replacing off-label generic analgesics
  - Cymbalta (Lilly) approved 2008, Savella® (Forest) approved 2009: replacing off-label generic anti-depressants
  - Drugs for pain and mood, yet nothing for disturbed or non-restorative sleep
- **TNX-102 to replace off-label generic muscle relaxants**

** National Institutes of Health, U.S. Department of Health and Human Services*
*** Frost & Sullivan Fibromyalgia Market Study, December 2010*

Novel Mechanism in FM Treatment



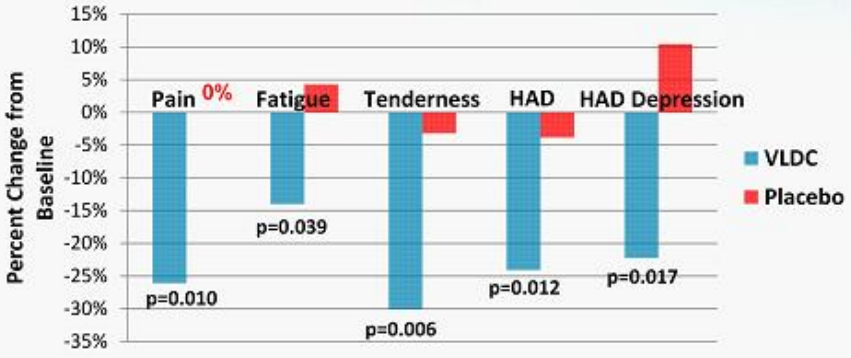
Impressive Safety, Widely Used

- **Off-label cyclobenzaprine is the third most widely prescribed medication for FM***
- **1977: FDA approved Flexeril® (Merck)**
- **1990s: Extensive safety and efficacy studies (Merck)**
- **2007: FDA approved controlled-release formulations (15/30 mg)**
- **2010: >1 billion tablets prescribed**
- **Not a controlled substance, no recognized addictive potential**

** Frost & Sullivan Fibromyalgia Market Study, December 2010*

VLDC FM Phase 2a Results

- **Published in *Journal of Rheumatology** December 2011**
- **Harvey Moldofsky, thought leader and lead investigator**



Change from Baseline (week 8): tenderness measured by dolorimetry; HAD is the Hospital Anxiety and Depression Scale; HAD Depression is the HAD depression subscale

** Moldofsky et al., J. Rheum. December 2011: http://jrheum.org/content/early/2011/08/30/jrheum.110194.full.pdf+html*

TNX-102: Addressing the Limitations of Cyclobenzaprine for Fibromyalgia

- **Cyclobenzaprine currently widely used off label in the management of FM**
- **Current dose and formulation not optimal for FM**
  - Long half life contributes to somnolence and accumulation
  - Lowest approved daily dose is 15mg
- **TNX-102 is designed specifically for FM**
  - Fast absorption
  - Elevated blood levels during the night to improve sleep quality
  - Low next-day blood levels to minimize morning somnolence
  - Significantly lower dose

TNX-102: Unique Market Position

- **Specifically designed for the treatment of FM**
- **Differentiated from / not competitive with other FM therapies**
  - First-in-class sleep quality treatment indicated for bedtime dosing
  - Restorative sleep shown to improve pain and fatigue
  - High patient dissatisfaction, physicians frequently switch drugs
- **With a unique formulation and new indication, reimbursement coverage is expected**

TNX-102: Development Plan

- **Formulation and PK trials**
  - 30-subject, 3-week PK study on first version completed
  - Completion of PK study on second version expected in September 2012
  - Pharmacodynamic study contemplated by year-end
- **Pivotal efficacy trial**
  - 2-arm, 12-week study with 150 patients per arm
  - Study design and endpoints to mirror those used by Lyrica and Cymbalta
    - Pain and a composite endpoint of other FM symptoms
  - Final study results expected 1H 2014
- **Partnership for second pivotal trial and commercialization**

TNX-105: VLDC for PTSD

- **3.5% of U.S. adult population has suffered from PTSD in past 12 months***
  - Any trauma can lead to PTSD
- **Unsatisfied market**
  - Only Zoloft® and Paxil® have FDA approval
- **Widespread painkiller abuse and addiction**
- **Leverage formulation and clinical work of TNX-102 to advance TNX-105**

** National Institutes of Mental Health & National Institutes of Health*

FM & PTSD are Related Conditions

- **Symptom overlap**
  - PTSD is thought to be exacerbated by non-restorative sleep
  - Some are believed to suffer from both conditions simultaneously
  - Some patients with FM meet PTSD criteria, and *vice versa*
- **PTSD has both combat and civilian forms**
  - Zoloft and Paxil are approved for PTSD
  - Brand prescriptions filled by generic sertraline and paroxetine
  - DOD has a strong interest in promoting research on therapeutics

Intellectual Property

- **Active patenting strategy to extend exclusivity**
  - Plan to file patents around unique PK profiles, which are a difficult patent class to circumvent
- **TNX-102**
  - Methods of Use patents for use of VLDC in treatment of FM issued, expiration mid-2020
  - Two formulation patents issued, expiration in mid-2021
  - PK patents expected to be filed near-term
- **TNX-105**
  - Methods of Use patent filed for use of VLDC in treatment of PTSD
  - Two formulation patents issued, expiration in mid-2021

Financial Information

OTC/QB ticker	TNXP
Shares outstanding (in millions)*	34.3
Cash balance as of 3/31/12 (in millions)	$2.5
52-week trading range (as of 5/31/12)**	$0.98 - $2.06

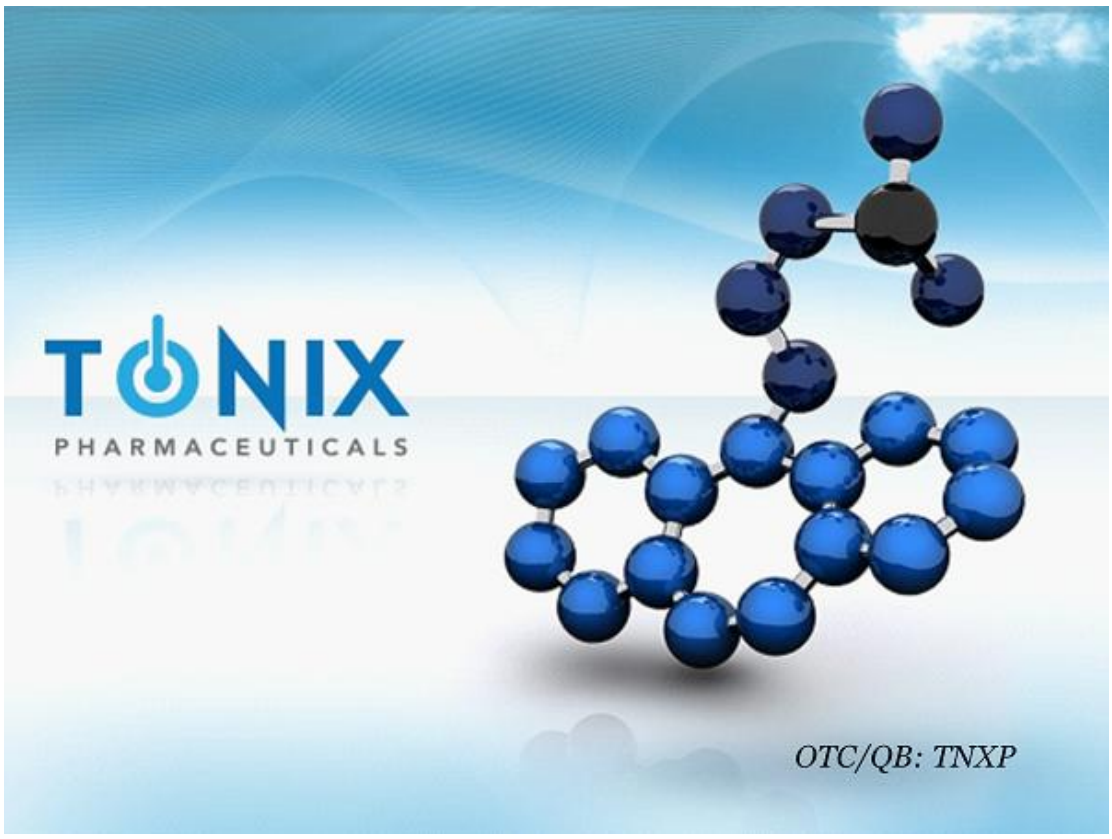
** As of 5/31/12*
*** Stock first traded in February 2012*

Upcoming Milestones

Timing	Milestones Related to TNX-102
Q2 2012	• PK study on second formulation
Q3 2012	• PK/PD on "commercial" formulation and dose
Q1 2013	• Commencement of initial pivotal trial
Q3 2013	• Interim look at initial pivotal trial data
H1 2014	• Final study results of initial pivotal trial • Partnering
Timing	**Milestones Related to TNX-105**
H1 2013	• Commencement of proof of concept study in PTSD patients

Investment Summary

- **Significant unmet needs and large market opportunities**
- **First-in-class products; not competitive with existing therapies**
- **Capital efficient, low risk drug development strategy**
- **Near-term value inflection points**
- **Experienced management and board**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