

**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)  None Entity Type

Name of Issuer    Corporation

Jurisdiction of Incorporation/Organization    Limited Partnership

Year of Incorporation/Organization  Over Five Years Ago  Within Last Five Years (Specify Year)   Yet to Be Formed  Limited Liability Company

General Partnership  Business Trust  Other

**2. Principal Place of Business and Contact Information**

Name of Issuer

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

**3. Related Persons**

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

509 MADISON AVE., SUITE 306

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

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name First Name Middle Name  
Mario Ernest  
Street Address 1 Street Address 2  
509 MADISON AVE., SUITE 306  
City State/Province/Country ZIP/Postal Code  
NEW YORK NEW YORK 10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name First Name Middle Name  
Mather Charles  
Street Address 1 Street Address 2  
509 MADISON AVE., SUITE 306  
City State/Province/Country ZIP/Postal Code  
NEW YORK NEW YORK 10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name First Name Middle Name  
Rhodes John  
Street Address 1 Street Address 2  
509 MADISON AVE., SUITE 306  
City State/Province/Country ZIP/Postal Code  
NEW YORK NEW YORK 10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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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

<b>Relationship:</b>	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Grace"/>	<input type="text" value="Patrick"/>	
Street Address 1	Street Address 2	
<input type="text" value="509 MADISON AVE., SUITE 306"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="NEW YORK"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10022"/>

<b>Relationship:</b>	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Saks"/>	<input type="text" value="Samuel"/>	
Street Address 1	Street Address 2	
<input type="text" value="509 MADISON AVE., SUITE 306"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="NEW YORK"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10022"/>

<b>Relationship:</b>	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Daugherty"/>	<input type="text" value="Bruce"/>	
Street Address 1	Street Address 2	
<input type="text" value="509 MADISON AVE., SUITE 306"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="NEW YORK"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10022"/>

<b>Relationship:</b>	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Gershell"/>	<input type="text" value="Leland"/>	
Street Address 1	Street Address 2	
<input type="text" value="509 MADISON AVE., SUITE 306"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="NEW YORK"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10022"/>

<b>Relationship:</b>	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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#### 4. Industry Group

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> <b>Agriculture</b><br><br><input type="checkbox"/> <b>Banking &amp; Financial Services</b><br><input type="checkbox"/> Commercial Banking<br><input type="checkbox"/> Insurance<br><input type="checkbox"/> Investing<br><input type="checkbox"/> Investment Banking<br><input type="checkbox"/> Pooled Investment Fund<br><br><input type="checkbox"/> Other Banking & Financial Services<br><br><input type="checkbox"/> <b>Business Services</b><br><br><input type="checkbox"/> <b>Energy</b><br><input type="checkbox"/> Coal Mining<br><input type="checkbox"/> Electric Utilities<br><input type="checkbox"/> Energy Conservation<br><input type="checkbox"/> Environmental Services<br><input type="checkbox"/> Oil & Gas<br><input type="checkbox"/> Other Energy | <input type="checkbox"/> <b>Health Care</b><br><input type="checkbox"/> Biotechnology<br><input type="checkbox"/> Health Insurance<br><input type="checkbox"/> Hospitals & Physicians<br><input checked="" type="checkbox"/> Pharmaceuticals<br><input type="checkbox"/> Other Health Care<br><br><input type="checkbox"/> <b>Manufacturing</b><br><br><input type="checkbox"/> <b>Real Estate</b><br><input type="checkbox"/> Commercial<br><input type="checkbox"/> Construction<br><input type="checkbox"/> REITS & Finance<br><input type="checkbox"/> Residential<br><input type="checkbox"/> Other Real Estate | <input type="checkbox"/> <b>Retailing</b><br><br><input type="checkbox"/> <b>Restaurants</b><br><br><input type="checkbox"/> <b>Technology</b><br><input type="checkbox"/> Computers<br><input type="checkbox"/> Telecommunications<br><input type="checkbox"/> Other Technology<br><br><input type="checkbox"/> <b>Travel</b><br><input type="checkbox"/> Airlines & Airports<br><input type="checkbox"/> Lodging & Conventions<br><input type="checkbox"/> Tourism & Travel Services<br><input type="checkbox"/> Other Travel<br><br><input type="checkbox"/> <b>Other</b> |
|---|--|--|

#### 5. Issuer Size

- | Revenue Range   | Aggregate Net Asset Value Range                       |
|---|---|
| <input type="checkbox"/> No Revenues                    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 | <input type="checkbox"/> 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)

- Pooled Investment Fund Interests  Equity
- Tenant-in-Common Securities  Debt
- Mineral Property Securities  Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

**Convertible Debentures**

## 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
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer	<input type="checkbox"/> None
<input type="text"/>	CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

## 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

## 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)

## 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
<b>Tonix Pharmaceuticals Holding Corp.</b>	<b>/s/ Leland Gershell</b>	<b>Leland Gershell</b>	<b>Chief Financial Officer</b>	<b>2012-11-20</b>