

**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): December 21, 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

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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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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 December 21, 2012, which was filed on December 27, 2012 (the "8-K"), in order to correct the language regarding the 9.99% blocker provision in the warrant. The 8-K indicated that the Purchaser (as defined herein) could exercise the Warrants (as defined herein) if such exercise resulted in the Purchaser owning more than 9.99% of the Company's common stock, whereas it should have indicated the Warrants could not be exercised if it resulted in greater than 9.99% beneficial ownership. By this Amendment No. 1 to the 8-K, the Company is amending and restating the 8-K in its entirety thereof to reflect the corrected blocker provision.

Item 1.01. Entry into a Material Definitive Agreement.

Item 3.02. Unregistered Sales of Equity Securities.

On December 21, 2012, the Company issued 2,500,000 units ("Units") to a single accredited investor (the "Purchaser") for cash proceeds of \$1,000,000, at a price per Unit of \$0.40 (the "Financing").

Each Unit consisted of one share of the Company's common stock, \$0.001 par value (the "Common Stock"), a Class A Warrant to purchase one share of Common Stock (the "Class A Warrants"), and a Class B Warrant to purchase one share of Common Stock (the "Class B Warrants" and together with the Class A Warrants, the "Warrants"). The Class A Warrants have an exercise price of \$0.60 per share of Common Stock and will be exercisable for a period of five years from the date of issuance. The Class A Warrants may be exercised on a cashless basis under certain circumstances. The Class B Warrants have an exercise price of \$0.40 per share of Common Stock and will be exercisable for a period of one year from the date of issuance.

In connection with the Financing, the Company paid a FINRA registered broker-dealer (the "Agent") a cash payment of \$70,000, which represented a 7% commission of the gross proceeds delivered by the Purchaser in the Financing.

Pursuant to the Warrants, the Purchaser may not exercise such Purchaser's Warrant if such exercise would result in the Purchaser beneficially owning in excess of 9.99% of the Company's then issued and outstanding common stock. The Purchaser may, however, increase or decrease this limitation (but in no event exceed 19.99% of the number of shares of Common Stock issued and outstanding) by providing the Company with 61 days' notice that such holder wishes to increase or decrease this limitation.

In connection with the Financing, the Company granted the Purchaser registration rights. The Company is obligated to use its best efforts to cause a registration statement registering for resale the Common Stock included in the Units and the Common Stock underlying the Class A Warrants to be filed no later than 60 days from the date of the last closing of the Financing and must be declared effective no later than 120 days from the date of the last closing of the Financing. Moreover, the Company will maintain the effectiveness of the registration statement from its effective date unless all securities registered under the registration statement have been sold or are otherwise able to be sold pursuant to Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"). If we fail to comply with the registration statement filing or effective date requirements, we are required to pay the Purchaser a fee equal to 1.0% of the Purchaser's investment, for each 30-day period of delay, subject to a maximum payment of 10% to the Purchaser.

To date, the Company has issued an aggregate of 8,904,167 Units to Purchasers for aggregate cash proceeds of \$2,615,000 and the exchange of \$710,000 in previously issued secured convertible debentures of the Company that were converted into Units. As of December 21, 2012, upon the issuance of the shares of Common Stock described herein, the Company has 43,182,599 shares of Common Stock issued and outstanding.

The Units sold in the private placement were not registered under the Securities Act, or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities Act and corresponding provisions of state securities laws, which exempt transactions by an issuer not involving any public offering. The investors are "accredited investors" as such term is defined in Regulation D promulgated under the Securities Act. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from the registration requirements and certificates evidencing such securities contain a legend stating the same.

ITEM 8.01 Other Events.

On December 27, 2012, the Company issued the press release relating to the transactions discussed in Items 1.01 and 3.02 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 in this Item 8.01 of this Current Report 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 8.01 of this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

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| 10.01 | Form of Subscription Agreement, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 5, 2012 and incorporated herein by reference. |
| 10.02 | Form of Class A Warrant, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 27, 2012 and incorporated herein by reference. |
| 10.03 | Form of Class B Warrant, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 27, 2012 and incorporated herein by reference. |
| 10.04 | Form of Registration Rights Agreement, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 5, 2012 and incorporated herein by reference. |
| 10.05 | Form of Amendment No. 1 to the Purchase Agreement, Registration Rights Agreement and Escrow Agreement, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 27, 2012 and incorporated herein by reference. |
| 99.01 | Press Release, issued by Tonix Pharmaceuticals Holding Corp. on December 27, 2012, filed as an exhibit to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 27, 2012 and incorporated herein by reference. |

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: December 27, 2012

By: /s/LELAND GERSHELL
Leland Gershell
Chief Financial Officer