

**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): May 1, 2013

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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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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.**

Effective May 1, 2013, Tonix Pharmaceuticals Holding Corp. (the "Company") amended its Articles of Incorporation, as amended, pursuant to which the Company effected a one-for-twenty reverse split of the Company's issued and outstanding shares of common stock (the "Reverse Stock Split"), 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 1, 2013, is attached to this Form 8-K as Exhibit 3.01 and is incorporated by reference.

As previously reported, the holders of a majority of the issued and outstanding shares of common stock of the Company, at the annual shareholder meeting held on April 19, 2013, granted discretionary authority to the Company's board of directors to effectuate a reverse stock at a range from 1-for-2 up to 1-for-25. On April 19, 2013, the Company's board of directors authorized the Reverse Stock Split pursuant to a unanimous consent in lieu of a meeting.

Upon effectiveness of the Reverse Stock Split, the Company had 2,197,486 shares of common stock issued and outstanding.

**Item 8.01 Other Events.**

On May 1, 2013, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release that discusses this matter is filed as Exhibit 99.01 to, and incorporated by reference in, this report. The information in 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 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.

3.01 Certificate of Amendment to the Articles of Incorporation, as filed with the Secretary of State of the State of Nevada on April 26, 2013.

99.01 Press Release, dated May 1, 2013, issued by Tonix Pharmaceuticals Holding Corp.

**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 1, 2013

By: /s/LELAND GERSHELL

Leland Gershell

Chief Financial Officer



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



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Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20130281690-72</b> Filing Date and Time <b>04/26/2013 1:30 PM</b> Entity Number <b>E0792182007-8</b>
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**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

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)

The articles of incorporation of the Corporation are hereby amended to effectuate a one for twenty reverse stock split, by the addition of the following paragraph at the end of Article IV:

Effective as of 6:00 a.m., Nevada time on May 1, 2013, every Twenty (20) shares of common stock of the Corporation then issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined, converted and changed into one (1) share of common stock of the Corporation (the "Reverse Stock Split"); provided, however, that the number of shares of authorized common stock and the number of shares of preferred stock authorized pursuant to this Article IV shall not (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: 66.47%

4. Effective date of filing: (optional)

5/1/13

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

5. Signature: (required)

X *Seth Federman*

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: 3-6-09

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Certificate of Amendment to Articles of Incorporation of  
Tonix Pharmaceuticals Holding Corp.

ANNEX A

be altered. No fractional shares shall be issued upon the Reverse Stock Split. All shares of common stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of common stock, the Corporation shall, in lieu of issuing any such fractional share, round such fractional share up to the nearest whole share.

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**Tonix Pharmaceuticals Announces  
Reverse Split of Common Stock**

*Key Step for Listing on NASDAQ*

**NEW YORK, NY – May 1, 2013** – Tonix Pharmaceuticals Holding Corp. (OTCQB: TNXP) (“TONIX” or “the Company”), a specialty pharmaceutical company developing novel treatments for challenging disorders of the central nervous system, including fibromyalgia (“FM”) and post-traumatic stress disorder (“PTSD”), announced that on May 1, 2013 (the “Effective Date”), it effected a one (1) for twenty (20) reverse split of its issued and outstanding common stock (the “Reverse Split”) as a step toward the Company’s intention to have its common stock listed on the NASDAQ Capital Market.

The Company effected the Reverse Split pursuant to an amendment to its Articles of Incorporation filed with the Secretary of State of Nevada on April 26, 2013, which became effective at 9:00 am on May 1, 2013. As of the Effective Date, each 20 shares of issued and outstanding common stock will be converted into one share of common stock. The Company’s common stock will trade under a new CUSIP number (890260201). The Company’s ticker symbol, “TNXP”, will remain unchanged; however, the ticker symbol will be represented as “TNXPD” for 20 trading days commencing on the Effective Date to designate the Reverse Split.

“We view the Reverse Split as an important step in TONIX’s corporate development. The maintenance of a minimum closing price of \$4.00 for at least 30 of 60 trading days would fulfill the share price requirement for an uplisting to NASDAQ,” said Seth Lederman, M.D., Chief Executive Officer of TONIX. “We also highlight the recent exercise of out-of-the-money stock warrants for 38,334 shares of our common stock at an exercise price of \$8.00 by members of our management team and Board of Directors as a sign of confidence in our mission.”

Dr. Lederman continued, “We remain on track to commence our first pivotal trial of TNX-102 SL in FM next quarter. FM is considered an intractable problem that affects five million Americans. We also plan to commence a proof of concept study of TNX-102 SL in PTSD in the fourth quarter of this year. PTSD is one of the most important problems facing our society, particularly among soldiers and veterans. TNX-102 SL is the result of disruptive innovation by our team, for which we own worldwide rights with no future obligations to third-parties.”

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As a result of the Reverse Split, the number of outstanding common shares will be reduced from 43,949,267 to 2,197,464, subject to adjustment for fractional shares. No fractional shares are to be issued, with fractional shares of common stock to be rounded up to the nearest whole share. It is not necessary for shareholders holding shares of the Company's common stock in certificated form to exchange their existing stock certificates for new stock certificates of the Company in connection with the Reverse Split, although shareholders may do so if they wish. Shareholders should direct any questions concerning the Reverse Split to their broker or the Company's transfer agent, vStock Transfer, at 212-828-8436.

#### **About Tonix Pharmaceuticals Holding Corp.**

TONIX is developing innovative prescription medications for challenging disorders of the central nervous system. The Company seeks to address conditions characterized by significant unmet medical need, inadequate existing treatment options, and high dissatisfaction among both patients and physicians. TONIX's pharmaceutical candidates target central pain. FM is a central pain syndrome, and central pain is a component of PTSD. TONIX's core technology is focused on the treatment of central pain by increasing the restorative power of sleep. To learn more, 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 11, 2013 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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**Contact:**

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