

**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): October 15, 2013

---

**TONIX PHARMACEUTICALS HOLDING CORP.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

001-36019  
(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.  
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))
-

**Item 1.01 Entry into a Material Definitive Agreement.**

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

*Lederman & Co., LLC*

Effective October 15, 2013, Tonix Pharmaceuticals Holding Corp. (the “Company”) entered into an amendment to the consulting agreement (the “Lederman Amendment”) with Lederman & Co., LLC (“Lederman”), which amended the consulting agreement entered into with Lederman on June 4, 2010, as amended on December 9, 2010 and February 1, 2012 (the “Lederman Agreement”), pursuant to which Seth Lederman serves as our President and Chief Executive Officer. Pursuant to the Lederman Amendment, the annual compensation under the Lederman Agreement was increased from \$250,000 to \$325,000. In addition, on October 15, 2013, the board of directors of the Company (the “Board”) granted a bonus of \$115,000 to Dr. Lederman.

*Leland Gershell*

Effective October 15, 2013, the Company entered into an amendment to the employment agreement (the “Gershell Amendment”) with Leland Gershell, which amended the employment agreement entered into with Dr. Gershell on April 1, 2012 (the “Gershell Agreement”), pursuant to which Dr. Gershell serves as our Chief Financial Officer. Pursuant to the Gershell Amendment, the annual salary under the Gershell Agreement was increased from \$175,000 to \$225,000. In addition, on October 15, 2013, the Board granted a bonus of \$50,000 to Dr. Gershell.

*Bruce Daugherty*

Effective October 15, 2013, the Company entered into an amendment to the employment agreement (the “Daugherty Amendment”) with Bruce Daugherty, which amended the employment agreement entered into with Dr. Daugherty on April 1, 2012 (the “Daugherty Agreement”), pursuant to which Dr. Daugherty serves as our Senior Director of Drug Development. Pursuant to the Daugherty Amendment, the annual salary under the Daugherty Agreement was increased from \$140,000 to \$190,000. In addition, on October 15, 2013, the Board granted a bonus of \$40,000 to Dr. Daugherty.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.01	Amendment to Consulting Agreement, between Tonix Pharmaceuticals, Inc. and Lederman & Co., LLC, dated October 15, 2013.
10.02	Amendment to Employment Agreement, between Tonix Pharmaceuticals Holding Corp. and Leland Gershell, dated October 15, 2013.
10.03	Amendment to Employment Agreement, between Tonix Pharmaceuticals Holding Corp. and Bruce Daugherty, dated October 15, 2013.

**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: October 17, 2013

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

**TONIX PHARMACEUTICALS HOLDING CORP.**

509 Madison Avenue, Suite 306  
New York, New York 10022

October 15, 2013

**VIA EMAIL**

Lederman & Co., LLC  
245 E. 93<sup>rd</sup> St. 14E  
New York, NY 10022  
Attn: Seth Lederman, Managing Member

Re: Amendment to Consulting Agreement

Dear Mr. Lederman:

This letter shall serve as an amendment to the consulting agreement entered dated as of June 4, 2010 between Lederman & Co., LLC ("Lederman & Co.") and Tonix Pharmaceuticals, Inc., as amended on December 9, 2010 and February 1, 2012 (the "Agreement"). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Agreement. Section 3(b) of the Agreement is hereby amended and replaced in its entirety with the following:

"During the Consulting Period, the Consultant's compensation shall be \$325,000 per annum, or such greater amount as the Board may designate from time to time (the "Consulting Fees"). Consulting Fees shall be payable in monthly installments"

The foregoing amendment shall be effective as of October 15, 2013.

TONIX PHARMACEUTICALS HOLDING CORP.

/s/ LELAND GERSHELL

By: Leland Gershell  
Title: Chief Financial Officer

Accepted to and agreed this  
15th day of October, 2013:

LEDERMAN & CO., LLC

/s/ SETH LEDERMAN

By: Seth Lederman  
Title: Managing Member

---

**TONIX PHARMACEUTICALS HOLDING CORP.**

509 Madison Avenue, Suite 306  
New York, New York 10022

October 15, 2013

**VIA EMAIL**

Leland Gershell  
509 Madison Avenue, Suite 306  
New York, New York 10022

Re: Amendment to Employment Agreement

Dear Mr. Gershell:

This letter shall serve as an amendment to the employment agreement dated April 1, 2012 by and between Tonix Pharmaceuticals Holding Corp. and Leland Gershell (the "Agreement"). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Agreement. Section 4(a) of the Agreement is hereby amended and replaced in its entirety with the following:

"From October 15, 2013 to the date on which the Company consummates the sale of at least Twenty Million Dollars (\$20,000,000) in additional equity securities (the "Financing") the Executive's base salary shall be two hundred twenty-five thousand dollars (\$225,000) per annum."

The foregoing amendment shall be effective as of October 15, 2013.

TONIX PHARMACEUTICALS HOLDING CORP.

/s/ SETH LEDERMAN

By: Seth Lederman

Title: Chief Executive Officer

Accepted to and agreed this  
15th day of October, 2013:

/s/ LELAND GERSHELL

Leland Gershell

---

**TONIX PHARMACEUTICALS HOLDING CORP.**

509 Madison Avenue, Suite 306  
New York, New York 10022

October 15, 2013

**VIA EMAIL**

Bruce Daugherty  
509 Madison Avenue, Suite 306  
New York, New York 10022

Re: Amendment to Employment Agreement

Dear Mr. Daugherty:

This letter shall serve as an amendment to the employment agreement dated April 1, 2012 by and between Tonix Pharmaceuticals Holding Corp. and Bruce Daugherty (the "Agreement"). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Agreement. Section 4(a) of the Agreement is hereby amended and replaced in its entirety with the following:

"From October 15, 2013 to the date on which the Company consummates the sale of at least Twenty Million Dollars (\$20,000,000) in additional equity securities (the "Financing") the Executive's base salary shall be one hundred ninety thousand dollars (\$190,000) per annum."

The foregoing amendment shall be effective as of October 15, 2013.

TONIX PHARMACEUTICALS HOLDING CORP.

/s/ SETH LEDERMAN

By: Seth Lederman

Title: Chief Executive Officer

Accepted to and agreed this  
15th day of October, 2013:

/s/ BRUCE DAUGHERTY

Bruce Daugherty

---