UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2014

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission file number: 001-36019

TONIX PHARMACEUTICALS HOLDING CORP.
(Exact name of registrant as specified in its charter)

Nevada	**26-1434750**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

509 Madison Avenue, Suite 306
New York, New York 10022
(Address of principal executive offices) (zip code)

(212) 980-9155
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒
(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒.

As of May 12, 2014, there were 9,929,206 shares of registrant's common stock outstanding.

TONIX PHARMACEUTICALS HOLDING CORP.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars In Thousands)

	March 31, 2014 (unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash	$ 49,547	$ 8,202
Prepaid expenses and other	554	429
Total current assets	50,101	8,631
Furniture and equipment, net	43	45
Restricted cash	60	60
Total assets	$ 50,204	$ 8,736
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, including $72 and $46 to related parties as of March 31, 2014 and December 31, 2013, respectively	$ 1,399	$ 765
Accrued expenses, including $-0- and $491 to related parties as of March 31, 2014 and December 31, 2013, respectively	596	1,166
Promissory notes, related party	280	280
Total current liabilities	2,275	2,211
Deferred rent payable	6	13
Total liabilities	2,281	2,224
Commitments (See Note 7)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized, none issued or outstanding	-	-
Common stock, $0.001 par value; 150,000,000 shares authorized; 9,902,379 and 5,823,081 shares issued and outstanding as of March 31, 2014 and December 31, 2013, respectively and 11,002 shares to be issued as of December 31, 2013	10	6
Additional paid in capital	79,804	33,235
Deficit accumulated during development stage	(31,892)	(26,728)
Accumulated other comprehensive (income) loss	1	(1)
Total stockholders' equity	47,923	6,512
Total liabilities and stockholders' equity	$ 50,204	$ 8,736

See the accompanying notes to the condensed consolidated financial statements

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars In Thousands Except Per Share Amounts)
(unaudited)

	Three months ended March 31,		From June 7, 2007 (date of inception) Through March 31,
	2014	2013	2014
COSTS AND EXPENSES:			
Research and development	$ 3,550	$ 741	$ 12,735
General and administrative	1,619	1,260	16,191
	5,169	2,001	28,926
Operating Loss	(5,169)	(2,001)	(28,926)
Gain on extinguishment of debt	-	-	8
Other income	-	-	2
Change in fair value of warrant liability	-	-	(1,177)
Interest and other financing costs, net	5	-	(1,799)
NET LOSS	$ (5,164)	$ (2,001)	$ (31,892)
Net loss per common share, basic and diluted	$ (0.59)	$ (0.93)	
Weighted average common shares outstanding, basic and diluted	8,718,199	2,159,130	

See the accompanying notes to the condensed consolidated financial statements

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Dollars In Thousands Except Per Share Amounts)
(unaudited)

	Three months ended March 31,		From June 7, 2007 (date of inception) Through March 31,
	2014	2013	2014
Net loss	$ (5,164)	$ (2,001)	$ (31,892)
Other comprehensive loss:			
Foreign currency translation loss	2	-	1
Total other comprehensive loss	2	-	1
Comprehensive loss	$ (5,162)	$ (2,001)	$ (31,891)

See the accompanying notes to the condensed consolidated financial statements

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
THREE MONTHS ENDED MARCH 31, 2014
(Dollars In Thousands)
(unaudited)

	Preferred stock		Common stock		Additional Paid in Capital	Accumulated Other Comprehensive Loss	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Balance at January 1, 2014	-	$ -	5,834,083	$ 6	$ 33,235	$ (1)	$ (26,728)	$ 6,512
Issuance of common stock in exchange for exercise of warrants ($4.25 per share)	-	-	1,119,746	1	4,757	-	-	4,758
Issuance of common stock in January 2014 ($15.00 per share) net of transaction expenses of $2,824	-	-	2,898,550	3	40,651	-	-	40,654
Issuance of common stock to acquire intellectual property rights from related party in March 2014 ($12.15 per share)	-	-	50,000	-	608		-	608
Stock based compensation	-	-	-	-	553	-	-	553
Foreign currency translation adjustment	-	-	-	-	-	2	-	2
Net loss	-	-	-	-	-	-	(5,164)	(5,164)
Balance, March 31, 2014	-	$ -	9,902,379	$ 10	$ 79,804	$ 1	$ (31,892)	$ 47,923

See the accompanying notes to the condensed consolidated financial statements

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)
(unaudited)

	Three months ended March 31,		From June 7, 2007 (date of inception) Through March 31,
	2014	2013	2014
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (5,164)	$ (2,001)	$ (31,892)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	4	4	53
Amortization and write off of deferred financing costs	-	-	250
Non cash interest, consisting of beneficial conversion feature in connection with convertible debentures	-	-	710
Non cash interest, consisting of common stock and warrants issued in connection with convertible debentures	-	-	426
Non-cash financing costs related to January and March 2012 financing	-	-	81
Warrants issued for services rendered	-	11	51
Stock based compensation	553	392	3,822
Change in fair value of warrant liability	-	-	1,177
Common stock issued in exchange for intellectual property	608	-	991
Gain on extinguishment of debt	-	-	(8)
Changes in operating assets and liabilities:			
Prepaid expenses	(126)	156	(555)
Accounts payable	635	44	1,401
Accrued interest	-	(3)	3
Accrued expenses	(572)	36	688
Deferred rent payable	(2)	(1)	17
Net cash used in operating activities	(4,064)	(1,362)	(22,785)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of furniture and fixtures	(2)	-	(96)
Payment of restricted cash and interest earned on restricted cash	-	-	(60)
Net cash used in investing activities	(2)	-	(156)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from demand notes	-	-	480
Proceeds from other notes payable	-	-	1,020
Proceeds from related party promissory notes	-	-	280
Proceeds from exercise of warrants	4,758	-	9,386
Proceeds, net of expenses of $24 as of December 31, 2011 from Convertible Debentures	-	-	1,891
Repayment of Convertible Debentures	-	-	(150)
Proceeds, net of expenses of $1,352 (2013) and $506 (2012), from sale of units consisting of common stock and warrants, respectively	-	-	16,975
Proceeds, net of expenses of $2,824 (2014) from sale of common stock	40,654	-	42,608
Net cash provided by financing activities	45,412	-	72,490
Effect of currency rate change on cash	(1)	-	(2)
Net increase (decrease) increase in cash	41,345	(1,362)	49,547
Cash, beginning of the period	8,202	1,786	-
Cash, end of period	$ 49,547	$ 424	$ 49,547
Supplemental disclosures of cash flow information:			
Interest paid	$ -	$ 3	$ 38
Non cash investing and financing activities:			
Senior convertible notes exchanged for preferred shares	$ -	$ -	$ 200
Capital contribution of accrued interest	$ -	$ -	$ 27

Demand notes together with accrued interest converted into capital stock	$ -	$ -	$ 549
Common stock issued for deferred financing costs	$ -	$ -	$ 144
Exchange of Notes Payable for Convertible Debenture	$ -	$ -	$ 820
Warrants Liability reclassified to Stockholders' Equity	$ -	$ -	$ 3,939
Exchange of Convertible Debenture for Units consisting of common stock and warrants	$ -	$ -	$ 2,635

See the accompanying notes to the condensed consolidated financial statements

TONIX PHARMACEUTICALS HOLDING CORP.
(a development stage company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014 AND 2013 (UNAUDITED)

NOTE 1 – BUSINESS

Tonix Pharmaceuticals Holding Corp., through its wholly owned subsidiary Tonix Pharmaceuticals, Inc., or Tonix Sub, is a pharmaceutical company dedicated to the identification and development of novel pharmaceutical products for challenging problems.

The consolidated financial statements include the accounts of Tonix Pharmaceuticals Holding Corp. and its wholly owned subsidiaries, Tonix Sub, Krele LLC, Tonix Pharmaceuticals (Canada), Inc., and Tonix Pharmaceuticals (Barbados), Ltd. (collectively hereafter referred to as the "Company" or "Tonix").

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The condensed consolidated balance sheet as of December 31, 2013 contained herein has been derived from audited financial statements.

Operating results for the three months ended March 31, 2014 are not necessarily indicative of results that may be expected for the year ending December 31, 2014. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 28, 2014.

Development Stage

As the Company is devoting substantially all of its efforts to establishing a new business and while planned principal operations have commenced there has been no revenue generated from sales, license fees or royalties; the Company is considered a development stage enterprise. Accordingly, the Company's consolidated financial statements are presented in accordance with authoritative accounting guidance related to a development stage enterprise. Financial position, results of operations and cash flows of a development stage enterprise are presented in conformity with GAAP that apply to established operating enterprises.

Liquidity

As a development stage enterprise, the Company's primary efforts are devoted to conducting research and development for the treatment of disorders of the central nervous system. The Company has experienced net losses and negative cash flows from operations since inception and expects these conditions to continue for the foreseeable future. Further, the Company does not have any commercial products available for sale and has not generated revenues and there is no assurance that if approval of their products is received that the Company will be able to generate cash flow to fund operations. In addition, there can be no assurance that the Company's research and development will be successfully completed or that any product will be approved or commercially viable.

At March 31, 2014, the Company had working capital of approximately $48.0 million. During the quarter ended March 31, 2014, the Company raised approximately $40.7 million through the sale of common stock in an underwritten public offering and approximately $4.8 million upon the exercise of previously issued warrants. Management believes that the Company has sufficient funds to meet its research and development and other funding requirements for at least the next twelve months. The Company expects that cash used in operations will increase significantly over the next several years. In the event the funding obtained is not sufficient to complete the development and commercialization of its current product candidates, the Company intends to raise additional funds through equity or debt financing. If the Company is unsuccessful in raising additional financing, it will need to reduce costs and operations in the future.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the useful life of fixed assets, assumptions used in the fair value of stock-based compensation and other equity instruments, and the percent of completion of research and development contracts.

Research and development costs

The Company outsources its research and development efforts and expenses these costs as incurred, including the cost of manufacturing products for testing, as well as licensing fees and costs associated with planning and conducting clinical trials. The value ascribed to patents and other intellectual property acquired was expensed in 2007, 2010 and 2014 as research and development costs, as it related to particular research and development projects and had no alternative future uses (see Note 6).

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company's estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is more likely than not that deferred tax assets will not be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at December 31, 2014 and 2013 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the periods ended March 31, 2014 and 2013 related to losses incurred during such periods.

Per share data

Basic and diluted net loss per common share is calculated by dividing net loss by the weighted average number of outstanding shares of common stock.

As of March 31, 2014 and 2013, there were outstanding warrants to purchase an aggregate of 2,006,160 and 1,270,732 shares, respectively, of the Company's common stock (see Note 5). In addition, the Company has issued to employees and directors, options to acquire shares of the Company's common stock of which 550,000 and 376,500 were outstanding at March 31, 2014 and 2013, respectively (see Note 4). In computing diluted net loss per share for the three months ended March 31, 2014 and 2013, no effect has been given to such options and warrants as their effect would be anti-dilutive.

NOTE 3 – JANUARY 2014 FINANCING

On January 24, 2014, the Company entered into an underwriting agreement with Roth Capital Partners, LLC, as representative of several underwriters (collectively, the "Underwriters"), relating to the issuance and sale of 2,898,550 shares of its common stock in an underwritten public offering (the "January 2014 Financing"). The public offering price for each share of common stock was $15.00. The Company granted the Underwriters a 45-day option to purchase up to an additional 434,782 shares of Common Stock to cover over-allotments, if any.

The January 2014 Financing closed on January 29, 2014. The Underwriters purchased the shares at a six-percent discount to the public offering price, for an aggregate discount of $2,608,695 (or $0.90 per share). The Company also paid offering expenses of $215,757. The Company received net proceeds of $40.7 million. The over-allotment option expired unexercised.

NOTE 4 – STOCK OPTIONS

2012 Incentive Stock Option Plan

On February 12, 2012, the Company's board of directors ("Board of Directors") approved the 2012 Incentive Stock Option Plan (the "2012 Plan"). The 2012 Plan provides for the issuance of options to purchase up to 200,000 shares of the Company's common stock to officers, directors, employees and consultants of the Company. Under the terms of the 2012 Plan, the Company may issue Incentive Stock Options as defined by the Internal Revenue Code to employees of the Company and may also issue nonstatutory options to employees and others. The Board of Directors of the Company determines the exercise price, vesting and expiration period of the grants under the 2012 Plan. However, the exercise price of an Incentive Stock Option may not be less than 110% of fair value of the common stock at the date of the grant for a 10% or more shareholder and 100% of fair value for a grantee who is not a 10% shareholder. The fair value of the common stock is determined based on quoted market price or in absence of such quoted market price, by the Board of Directors in good faith. Additionally, the vesting period of the grants under the 2012 Plan may not be more than five years and expiration period not more than ten years. The Company reserved 200,000 shares of its common stock for future issuance under the terms of the 2012 Plan.

On May 9, 2012, 175,000 options had been granted under the 2012 Plan. Of such options, 25,000 were cancelled and 150,000 were outstanding at March 31, 2014 with an exercise price of $30.00, a 10 year life and fair value of $23.50. The options vest 1/3rd on May 9, 2013 and 1/36th on the 9th of each month thereafter for 24 months.

On February 12, 2013, the 2012 Plan was amended and restated to increase the number of shares reserved under the plan to 550,000. On February 12, 2013, 226,500 options were granted under the 2012 Plan (all of which were outstanding at March 31, 2014) with an exercise price of $10.20, a 10 year life and fair value of $7.83. The options vest 1/3rd on February 12, 2014 and 1/36th on the 12th of each month thereafter for 24 months.

On February 11, 2014, 173,500 options were granted under the 2012 Plan (all of which were outstanding at March 31, 2014) with an exercise price of $15.88, a 10 year life and fair value of $11.52. The options vest 1/3rd on February 11, 2015 and 1/36th on the 11th of each month thereafter for 24 months.

The Company measures the fair value of stock options on the date of grant, based on a Binomial option pricing model using certain assumptions discussed in the following paragraph, and the closing market price of the Company's common stock on the date of the grant. Stock options granted vest over a three year period and expire ten years from the date of grant. Share-based compensation expense related to awards is amortized over the applicable vesting period using the straight-line method.

The assumptions used in the valuation of stock options granted during the three months ended March 31, 2014 and 2013 were as follows:

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Risk-free interest rate	2.19%	2.02%
Expected term of option	6.0 years	6.0 years
Expected stock price volatility	100.73%	99.96%
Expected dividend yield	$ 0.0	$ 0.0

The risk-free interest rate is based on the yield of Daily U.S. Treasury Yield Curve Rates with terms equal to the expected term of the options as of the grant date. The expected term of options is determined using the simplified method, as provided in an SEC Staff Accounting Bulletin, and the expected stock price volatility is based on comparable companies' historical stock price volatility since the Company does not have sufficient historical exercise or volatility data because its equity shares have been publicly traded for only a limited period of time.

Share-based compensation expense of $552,601 and $392,323 was recognized for the three month periods ended March 31, 2014 and 2013, respectively.

As of March 31, 2014, the Company had approximately $4.3 million of total unrecognized compensation cost related to non-vested awards granted under the Company's option plan, which the Company expects to recognize over a weighted average period of 1.72 years.

A summary of the stock option activity and related information for the 2012 Plan for the quarter ended March 31, 2014 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2014	376,500	$ 18.09	8.81	$ 24,915
Grants	173,500	$ 15.88	9.87	$ -
Exercised	-			
Forfeitures or expirations	-			
Outstanding at March 31, 2014	550,000	$ 17.39	8.98	$ 47,565
Vested and expected to vest at March 31, 2014	550,000	$ 17.39	8.98	$ 47,565
Exercisable at March 31, 2014	173,459	$ 20.66	8.47	$ 17,176

NOTE 5 – STOCK WARRANTS

The following table summarizes information with respect to outstanding warrants to purchase common stock of the Company at March 31, 2014:

Exercise Price	Number Outstanding	Expiration Date
$ 4.25	1,181,384	August 2018
12.00	456,009	December 2017 to February 2018
20.00	14,538	January 2015
25.00	354,229	January 2017 to February 2019
	2,006,160	

During the three months ended March 31, 2014, the Company issued an aggregate of 1,119,746 shares of its common stock upon the exercise of warrants at $4.25 per share.

NOTE 6 – RELATED PARTY TRANSACTIONS

Tonix previously entered into a consulting agreement with Lederman & Co., LLC ("Lederman & Co"), a company controlled by Dr. Seth Lederman, our Chief Executive Officer and Chairman of the Board. Total expenses paid under this agreement were $37,723 and $62,500 during the three months ended March 31, 2014 and 2013, respectively. This agreement was terminated on February 11, 2014.

On July 31, 2013, the Company sold two promissory notes in the principal face amounts of $150,000 and $50,000 to Lederman & Co and Eli Lederman, respectively, in exchange for $150,000 and $50,000, respectively. On August 1, 2013, the Company sold a promissory note in the principal face amount of $80,000 to Lederman & Co in exchange for $80,000. The notes are payable on demand at any time after one year from issuance and bear no interest, and are included in current liabilities on the condensed consolidated balance sheet at March 31, 2014.

Intellectual property acquired

On March 18, 2014, Tonix Barbados entered into an agreement with Leder Laboratories, Inc. ("Leder"), to acquire intellectual property related to novel smallpox vaccines. As consideration, $125,000 was paid in cash and 25,000 shares of the Company's common stock valued at $303,750 ($12.15 per share, which was the closing price of the common shares on the date of the transaction) were issued to Leder.

On March 18, 2014, Tonix Barbados entered into an agreement with Starling Pharmaceuticals, Inc. ("Starling"), to acquire intellectual property related to radio and chemo protective agents. As consideration, $125,000 was paid in cash and 25,000 shares of the Company's common stock valued at $303,750 ($12.15 per share, which was the closing price of the common shares on the date of the transaction) were issued to Starling.

Seth Lederman, the Company's Chairman and Chief Executive Officer, is the Chairman, CEO and majority owner (through majority-owned entities) of Starling and Leder.

NOTE 7 – COMMITMENTS

Research and Development Contracts

The Company has entered into contracts with various contract research organizations with outstanding commitments aggregating approximately $8.0 million at March 31, 2014 for future work to be performed.

Operating leases

On February 11, 2014, the Company entered into a lease amendment and expansion agreement, whereby the Company agreed to lease additional premises for office space, commencing May 1, 2014 and expiring on April 30, 2019. In connection therewith, the original letter of credit was increased by $72,354 to $132,417. Future minimum lease payments under the agreement are as follows:

Year Ending December 31,	
2014	$ 187,438
2015	$ 269,844
2016	$ 277,509
2017	$ 285,404
2018	$ 293,537
2019	$ 98,758

Lederman Employment Agreement

On February 11, 2014, the Company entered into an employment agreement (the "Agreement") with Dr. Seth Lederman ("Lederman") to continue to serve as our President, Chief Executive Officer and Chairman of the board of directors of the Company (the "Board"). Previously, the Company entered into a consulting agreement with Lederman & Co, pursuant to which Lederman received compensation for serving as the Company's President and Chief Executive Officer. On February 11, 2014, the consulting agreement was terminated.

The Agreement provides for various payment and benefits to Lederman in the event Lederman's employment is terminated without cause (as defined therein), Lederman resigns for Good Reason (as defined therein) or in the event employment is terminated as a result of death or permanent disability.

Defined Contribution Plan

Approved by the Company's Board of Directors on March 3, 2014, effective April 1, 2014, the Company established a qualified defined contribution plan (the "401(k) Plan") pursuant to Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"), whereby all eligible employees may participate. Participants may elect to defer a percentage of their annual pretax compensation to the 401(k) plan, subject to defined limitations. The Company is required to make contributions to the 401(k) Plan equal to 100 percent of each participant's pretax contributions of up to 19 percent of his or her eligible compensation, and the Company is also required to make a contribution equal to six percent of each participant's salary, on an annual basis, subject to limitations under the Code. No contributions have been made by the Company as of March 31, 2014.

NOTE 8 – SUBSEQUENT EVENTS

Between April 1, 2014 and May 12, 2014, the Company entered into contracts with various contract research organizations with outstanding commitments aggregating approximately $400,000 for future work to be performed.

On April 28, 2014, the Board of Directors approved a Stock Incentive Plan ("SIP") and an Employee Stock Purchase Plan ("ESPP"), subject to shareholder approval. Under the SIP, 300,000 shares of common stock have been reserved for issuance. Under the ESPP, 1,800,000 shares have been reserved for issuance. To date, no issuances have been made under either plan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.

Business Overview

We are a clinical stage pharmaceutical company dedicated to the development of novel pharmaceutical products for challenging problems. We have a pipeline of product candidates led by TNX-102 SL (cyclobenzaprine HCl sublingual tablets) 2.8 mg, which is in late-stage clinical development for fibromyalgia or FM, and represents a new class of medication for this disorder. We expect to report topline results from our ongoing Phase 2b/3 trial of TNX-102 SL in FM, potentially the first of two pivotal studies needed to support the marketing approval of TNX-102 SL for this indication, in the fourth quarter of 2014. TNX-102 SL is also in development for post-traumatic stress disorder, or PTSD, and is expected to enter a Phase 2 trial in this indication in the third quarter of 2014. We are developing TNX-201 for the treatment of episodic tension-type headache, or ETTH, and we plan to begin clinical studies of TNX-201 in the fourth quarter of 2014. We hold worldwide commercialization rights to TNX-102 SL and TNX-201. Our pipeline also includes programs for the treatment of alcohol abuse and dependence, and for protection from smallpox, radiation and chemical exposure.

We are pursuing FM as our lead indication for TNX-102 SL. Our therapeutic strategy is supported by positive results from a Phase 2a trial of TNX-102 capsules in FM patients, which demonstrated a significant decrease in pain and other symptoms after eight weeks of treatment. Following the completion of this study, as well the completion of several clinical pharmacokinetic studies of TNX-102 SL, we met with the Food and Drug Administration, or FDA, and announced that the agency indicated that positive results from two adequate, well-controlled safety and efficacy studies as well as the fulfillment of long-term safety exposure requirements for chronic use would support the approval of TNX-102 SL for the management of FM. We are currently conducting a Phase 2b/3 clinical trial of TNX-102 SL for the improvement of pain in people with FM (the BESTFIT trial). On May 12, 2014, we reported that enrollment of subjects had completed and that we expect to report topline results in the fourth quarter of 2014. We are also conducting a 12-month open-label extension study of TNX-102 SL, into which patients who have completed the BESTFIT study may enroll. Following the completion of the BESTFIT trial, we plan to complete the remaining aspects of our development program that are needed to support marketing approval by the FDA under Section 505(b)(2), including the conduct of at least one more efficacy trial in FM. We believe that TNX-102 SL also has the potential to address a range of other neuropsychiatric conditions, including PTSD. We have met with the FDA to discuss the development of TNX-102 SL for PTSD, and we plan to begin a Phase 2 trial to evaluate its efficacy and safety as a treatment for patients with PTSD in the third quarter of 2014.

We are developing another candidate, TNX-201, for the treatment of ETTH. We have met with the FDA to discuss the development of TNX-201 for ETTH, and we plan to conduct a human pharmacology study in the fourth quarter of 2014. Although the development of TNX-201 will be based on the available information related to previously-approved, but currently-unapproved, products that contain the active pharmaceutical ingredient in TNX-201, we believe the marketing approval of TNX-201 will be required to conform with the NDA requirements under Section 505(b)(1).

We have a pipeline of other product candidates, including TNX-301. We intend to develop TNX-301 under the 505(b)(2) provision as a treatment for alcohol abuse and dependence, and plan to begin formulation work on TNX-301 in 2014.

We recently acquired rights to intellectual property on two biodefense technologies: one relates to the development of novel smallpox vaccines, and the other the development of protective agents against radiation exposure. We plan to perform non-clinical research and development on these programs in 2014. Commercializing certain biodefense products in the United States does not always require human efficacy studies, which leads us to believe that the cost and risk of bringing these products to market will be reduced, related to other new chemical entities or new biologicals.

Recapitalization

On October 7, 2011, we executed and consummated the Share Exchange Agreement with Tonix Sub. Pursuant to the Share Exchange, each share of Tonix Sub's common stock was exchanged for 0.045 shares of our common stock, and each share of Tonix Sub's Series A and B preferred stock was exchanged for 0.24 shares of our common stock. Upon completion of the Share Exchange, the Tonix Sub shareholders, including holders of 1,396,982 restricted shares, which were subject to accelerated vesting, received in exchange for all of their shares, an aggregate of 1,133,334 shares of our common stock and our existing shareholders retained 200,000 shares of common stock. The 1,133,334 shares issued to the Tonix Sub shareholders constituted approximately 85% of our 1,333,334 shares of common stock issued and outstanding after the Share Exchange. Upon completion of the Share Exchange, Tonix Sub became our wholly-owned subsidiary. For accounting purposes, the acquisition has been treated as a recapitalization of Tonix Sub, accompanied by the issuance of our common stock for the outstanding common stock of Toxic Sub, which was recorded at a nominal value. The historical financial statements are those of Tonix Sub. The accompanying financial statements give retroactive effect to the recapitalization as if it had occurred on June 7, 2007 (inception date).

Current Operating Trends

Our current research and development efforts are focused on developing our lead product, TNX-102 SL, but we also expend increasing effort on our other pipeline programs, including TNX-201. Our research and development expenses consist of manufacturing work and the cost of drug ingredients used in such work, fees paid to consultants for work related to clinical trial design and regulatory activities, fees paid to providers for conducting various clinical studies as well as for the analysis of the results of such studies, and for other medical research addressing the potential efficacy and safety of our drugs. We believe that significant investment in product development is a competitive necessity, and we plan to continue these investments in order to be in a position to realize the potential of our product candidates and proprietary technologies.

We are currently conducting our BESTFIT study, a Phase 2b/3 clinical trial of TNX-102 SL in FM. We also plan to begin a Phase 2 trial of TNX-102 SL in PTSD in the third quarter of 2014, as well as advance TNX-201 for ETTH into clinical studies in the fourth quarter of 2014. Clinical trials can be very expensive. If these and additional necessary clinical trials are successful, we plan to prepare and submit applications to the FDA for marketing approval for our drug candidates. This process entails significant costs. As a result of these and other factors, we expect our research and development expenses to increase significantly over the next 12 to 24 months.

We expect that a larger percentage of our research and development expenses in the future will be incurred in support of our current and future preclinical and clinical development programs rather than technology development. These expenditures are subject to numerous uncertainties relating to timing and cost to completion. We test compounds in numerous preclinical studies for safety, toxicology and efficacy. At the appropriate time, subject to the approval of regulatory authorities, we expect to conduct early-stage clinical trials for each drug candidate. We anticipate funding these trials ourselves, and possibly with the assistance of federal grants. As we obtain results from trials, we may elect to discontinue or delay clinical trials for certain products in order to focus our resources on more promising products. Completion of clinical trials may take several years, and the length of time generally varies substantially according to the type, complexity, novelty and intended use of a product candidate.

The commencement and completion of clinical trials for our products may be delayed by many factors, including lack of efficacy during clinical trials, unforeseen safety issues, slower than expected patient recruitment, or government delays. In addition, we may encounter regulatory delays or rejections as a result of many factors, including results that do not support the intended safety or efficacy of our product candidates, perceived defects in the design of clinical trials and changes in regulatory policy during the period of product development. As a result of these risks and uncertainties, we are unable to accurately estimate the specific timing and costs of our clinical development programs or the timing of material cash inflows, if any, from our product candidates. Our business, financial condition and results of operations may be materially adversely affected by any delays in, or termination of, our clinical trials or a determination by the FDA that the results of our trials are inadequate to justify regulatory approval, insofar as cash in-flows from the relevant drug or program would be delayed or would not occur.

Results of Operations (Dollars in Thousands)

We anticipate that our results of operations will fluctuate for the foreseeable future due to several factors, such as the progress of our research and development efforts and the timing and outcome of regulatory submissions. Due to these uncertainties, accurate predictions of future operations are difficult or impossible to make.

Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013

Revenues and Cost of Goods Sold. We had no revenues or cost of goods sold during the three month periods ended March 31, 2014 and 2013.

Research and Development Expenses. Research and development expenses for the three months ended March 31, 2014 were $3,550, an increase of $2,809, or 379%, from $741 for the three months ended March 31, 2013. This increase is primarily due to increased development work related to TNX-102 SL, including manufacturing and human safety and efficacy studies. During the three months ended March 31, 2014, we incurred $306, $972 and $351 in manufacturing cost, clinical activities and cost, and non-clinical activities and cost, respectively, as compared to $390, $13 and $42 in same period last year, respectively. During the three months ended March 31, 2014, we acquired $858 of intellectual property rights as compared to $nil the prior year. In addition, beginning in 2014, we began classifying certain salaries, bonuses, and stock based compensation to research and development expenses based on a change in the individuals' responsibilities. The amount reclassified for the three months ended March 31, 2014 was $184.

General and Administrative Expenses. General and administrative expenses for the three months ended March 31, 2014 were $1,619, an increase of $359, or 28%, from $1,260 incurred in the three months ended March 31, 2013. This increase is primarily due to increases in payroll related expenses, travel, meals, and entertainment costs, professional services, and other expenses, offset by decreases in insurance and depreciation expenses.

Payroll related expenses increased to $728 for the three months ended March 31, 2014 from $561 for the three months ended March 31, 2013, an increase of $166, or 30%. We incurred $477 in stock based compensation in connection with the vesting of stock options issued to board members, officers and employees in the three months ended March 31, 2014 as compared to $392 in stock based compensation in the three months ended March 31, 2013. The increase in cash payroll related costs of $82 was primarily a result of annual salary increases and added personnel, net with classification of wages and benefits related to research and development from general and administrative expenses.

Travel, meals and entertainment costs for the three months ended March 31, 2014 were $124, an increase of $79, or 176%, from $45 incurred during the three months ended March 31, 2013. Travel, meals and entertainment costs include approximately $70 of travel related to investor relations activities, which accounted for the primary increase from 2013. Rent for the three months ended March 31, 2014 and 2013 totaled $38 and $29, respectively. Depreciation expense in each of the three months ended March 31, 2014 and 2013 totaled $4. Office and other administrative expenses totaled $197 for the three months ended March 31, 2014, an increase of $73, or 60%, over the expenses of $124 for the same period last year. The increase was primarily due to increases in securities trading expenses, dues and subscriptions, business tax costs, and office technology costs, offset by decreases in insurance costs.

Professional services for the three months ended March 31, 2014 totaled $529, an increase of $31, or 6%, over the $498 recognized for the three months ended March 31, 2013. Of professional services, legal fees totaled $243 for the three months ended March 31, 2014, an increase of $104, or 75%, from $139 incurred for the three months ended March 31, 2013. Of the legal fees incurred, $180 were patent related costs in the 2014 period as compared to $1 in the 2013 period. Accounting fees incurred in the three months ended March 31, 2014 and 2013 amounted to $59 and $68, respectively. Consulting fees and other professional fees totaled $227 for the three months ended March 31, 2014, a decrease of $64, or 22%, from $291 for the three months ended March 31, 2013. Other professional fees include human resources, public and investor relations.

Net Loss. As a result of the foregoing, the net loss for the three months ended March 31, 2014 was $5,164, compared to a net loss of $2,001 for the three months ended March 31, 2013.

Liquidity and Capital Resources (Dollars in Thousands)

As of March 31, 2014, we had working capital of approximately $47,723, comprised primarily of cash of $49,547 and $554 prepaid expenses, offset by $1,399 of accounts payable, $596 of accrued expenses and $280 of promissory notes to related parties. A significant portion of the accounts payable and accrued expenses are due to work performed in relation to our ongoing Phase 2b/3 clinical trial of TNX-102 SL in FM. For the three months ended March 31, 2014 and 2013, we used approximately $4,064 and $1,362 of cash in operating activities, respectively, which represented cash outlays for research and development and general and administrative expenses in such periods. Increases in cash outlays principally resulted from manufacturing, pre-clinical and clinical cost and activities, regulatory cost, and payroll. For the three months ended March 31, 2014, net proceeds from financing activities were from the sale of our common stock of approximately $40,654 and the exercise of warrants of $4,758. In the comparable 2013 period, we did not have any financing activities. At March 31, 2014, we had cash of approximately $47,547 compared to $8,202 at December 31, 2013. Our cash is held in bank deposit accounts.

Cash used in investing activities for the three months ended March 31, 2014 was approximately $2, reflecting purchase of equipment as compared to $nil cash used for same period last year.

January 2014 Public Offering

On January 24, 2014, we entered into an underwriting agreement with Roth Capital Partners, LLC, as representative of several underwriters (collectively, the "Underwriters"), relating to the issuance and sale of 2,898,550 shares of our common stock. The public offering price for each share of common stock was $15.00.

The net proceeds to the Company from the sale of the shares of common stock was approximately $40.7 million, after deducting underwriting discounts and commissions and other offering expenses payable by the Company. The Company granted the Underwriters a 45-day option to purchase up to an additional 434,782 shares of Common Stock to cover over-allotments, if any. The offering closed on January 29, 2014 and the over-allotment option expired unexercised.

Future Liquidity Requirements

We expect to incur losses from operations for the near future. We expect to incur increasing research and development expenses, including expenses related to additional clinical trials. We expect that our general and administrative expenses will increase in the future as we expand our business development, add infrastructure and incur additional costs related to being a public company, including incremental audit fees, investor relations programs and increased professional services.

Our future capital requirements will depend on a number of factors, including the progress of our research and development of product candidates, the timing and outcome of regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims and other intellectual property rights, the status of competitive products, the availability of financing and our success in developing markets for our product candidates. We believe our existing cash is sufficient to fund our operating expenses and capital equipment requirements for at least the next 12 months.

We presently do not have any available credit, bank financing or other external sources of liquidity. Due to our history and historical operating losses, our operations have not been a source of liquidity. We may need to obtain additional capital in order to fund future research and development activities. Future financing may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, shareholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock.

If additional financing is not available or is not available on acceptable terms, we may be required to delay, reduce the scope of or eliminate our research and development programs, reduce our commercialization efforts or obtain funds through arrangements with collaborative partners or others that may require us to relinquish rights to certain product candidates that we might otherwise seek to develop or commercialize independently.

Transactions with Related Parties

Tonix previously entered into a consulting agreement with Lederman & Co., LLC ("Lederman & Co"), a company controlled by Dr. Seth Lederman, our Chief Executive Officer and Chairman of the Board. Total expenses paid under this agreement were $37,723 and $62,500 during the three months ended March 31, 2014 and 2013, respectively. This agreement was terminated on February 11, 2014.

On July 31, 2013, the Company sold two promissory notes in the principal face amounts of $150,000 and $50,000 to Lederman & Co and Eli Lederman, respectively, in exchange for $150,000 and $50,000, respectively. On August 1, 2013, the Company sold a promissory note in the principal face amount of $80,000 to Lederman & Co in exchange for $80,000. The notes are payable on demand at any time after one year from issuance and bear no interest, and are included in current liabilities on the condensed consolidated balance sheet at March 31, 2014.

On March 18, 2014, Tonix Barbados entered into an asset purchase agreement (the "Starling Agreement") with Starling Pharmaceuticals, Inc. ("Starling") and an asset purchase agreement (the "Leder Agreement" and together with the Starling Agreement, the "Agreements") with Leder Laboratories, Inc. ("Leder"). Seth Lederman, the Company's Chairman and Chief Executive Officer, is the Chairman, CEO and majority owner (through majority-owned entities) of Starling and Leder.

Pursuant to the Starling Agreement, Tonix Barbados acquired from Starling rights to a United States patent application for radio- and chemo-protective agents and related intellectual property rights, in exchange for $125,000 and 25,000 shares of our common stock valued at $303,750 ($12.15 per share).

Pursuant to the Leder Agreement, Tonix Barbados acquired from Leder rights to a United States patent application for novel smallpox vaccines and related intellectual property rights, in exchange for $125,000 and 25,000 shares of our common stock valued at $303,750 ($12.15 per share).

Stock Compensation

In February 2012, we approved the 2012 Incentive Stock Options Plan, which was amended and restated in February 2013 ("2012 Plan"). The 2012 Plan provides for the issuance of options to purchase up to 550,000 shares of our common stock to officers, directors, employees and consultants. Under the terms of the 2012 Plan, we may issue Incentive Stock Options, as defined by the Internal Revenue Code, and nonstatutory options. The Board of Directors determines the exercise price, vesting and expiration period of the options granted under the 2012 Plan. However, the exercise price of an Incentive Stock Option must be at least 100% of fair value of the common stock at the date of the grant (or 110% for any shareholder that owns 10% or more of our common stock). The fair market value of the common stock determined based on quoted market price or in absence of such quoted market price, by the Board of Directors in a good faith. Additionally, the vesting period of the grants under the 2012 Plan should not be more than five years and expiration period not more than ten years. We reserved 550,000 shares of our common stock for future issuance under the terms of the 2012 Plan.

In May 2012, we issued options to purchase 175,000 shares of common stock pursuant to the 2012 Plan, of which 150,000 shares were outstanding at March 31, 2014, with such options vesting 1/3rd on May 9, 2013 and 1/36th on the 9th of each month thereafter for 24 months, having an exercise price of $30.00 and expiring 10 years from date of issuance. In February 2013, we issued options to purchase 226,500 shares of common stock pursuant to the 2012 Plan, with such options vesting 1/3rd on February 12, 2014 and 1/36th on the 12th of each month thereafter for 24 months, having an exercise price of $10.20 and expiring 10 years from date of issuance. In February 2014, we issued options to purchase 173,500 shares of common stock pursuant to the 2012 Plan, with such options vesting 1/3rd on February 11, 2015 and 1/36th on the 12th of each month thereafter for 24 months, having an exercise price of $15.88 and expiring 10 years from date of issuance.

Lease Commitments

In September 2010, we entered into a five-year lease for office space in New York City. We issued a letter of credit in the amount of approximately $60,000 for the benefit of the landlord, which is collateralized by a money market account.

On February 11, 2014, we entered into a Lease Amendment and Expansion Agreement, whereby we agreed to lease additional premises commencing May 1, 2014 and expiring on April 30, 2019. Including the additional premises, the total square footage of the office space is approximately 4,776. In connection therewith, the original letter of credit was increased by $72,354 to $132,417. Our future minimum lease payments under the amended operating lease are as follows:

Year Ending December 31,		
2014	$	187,438
2015		269,844
2016		277,509
2017		285,404
2018		293,537
2019		98,758
TOTAL	$	1,412,490

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Research and Development. Tonix outsources its research and development efforts and expenses related costs as incurred, including the cost of manufacturing product for testing, licensing fees and costs associated with planning and conducting clinical trials. The value ascribed to patents and other intellectual property acquired was expensed as research and development costs, as it related to particular research and development projects and had no alternative future uses.

Stock Based Compensation. All stock-based payments to employees and to nonemployee directors for their services as directors consisted of grants of restricted stock and stock options, which are measured at fair value on the grant date and recognized in the consolidated statements of operations as compensation expense over the relevant vesting period. Restricted stock payments to nonemployees are recognized as an expense over the period of performance. Such payments are measured at fair value at the earlier of the date a performance commitment is reached or the date performance is completed. In addition, for awards that vest immediately and are nonforfeitable, the measurement date is the date the award is issued.

Income Taxes. Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carryforwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. The Company records an estimated valuation allowance on its deferred income tax assets if it is not more likely than not that these deferred income tax assets will be realized. The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 4 - CONTROLS AND PROCEDURES

a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2014, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are currently not a party to any material legal proceedings or claims.

Item 1A. Risk Factors

Not required under Regulation S-K for "smaller reporting companies."

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

31.01	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101 INS	XBRL Instance Document
101 SCH	XBRL Taxonomy Extension Schema Document
101 CAL	XBRL Taxonomy Calculation Linkbase Document
101 LAB	XBRL Taxonomy Labels Linkbase Document
101 PRE	XBRL Taxonomy Presentation Linkbase Document
101 DEF	XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

Pursuant to the requirements 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 13, 2014

By: /s/ SETH LEDERMAN
Seth Lederman
Chief Executive Officer (Principal Executive Officer)

Date: May 13, 2014

By: /s/ LELAND GERSHELL
Leland Gershell
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 31.01

CERTIFICATION

I, Seth Lederman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tonix Pharmaceuticals Holding Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 13, 2014

/s/ SETH LEDERMAN
Seth Lederman
Chief Executive Officer

EXHIBIT 31.02

CERTIFICATION

I, Leland Gershell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tonix Pharmaceuticals Holding Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 13, 2014

/s/ LELAND GERSHELL
Leland Gershell
Chief Financial Officer

Exhibit 32.01

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Seth Lederman, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Tonix Pharmaceuticals Holding Corp. on Form 10-Q for the fiscal quarter ended March 31, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Tonix Pharmaceuticals Holding Corp.

Date: May 13, 2014

By: /s/ SETH LEDERMAN
Name: Seth Lederman
Title: *Chief Executive Officer*

I, Leland Gershell, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Tonix Pharmaceuticals Holding Corp. on Form 10-Q for the fiscal quarter ended March 31, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Tonix Pharmaceuticals Holding Corp.

Date: May 13, 2014

By: /s/ LELAND GERSHELL
Name: Leland Gershell
Title: *Chief Financial Officer*