FORM 4
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

### SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

(Print or Type Respo	onses)									
1. Name and Addres KELLERMAN I	Symbol	Tonix Pharmaceuticals Holding Corp.					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner _X Officer (give title Other (specify below)			
(Last) C/O TONIX PHA HOLDING COR AVENUE, SUIT	LS (Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2014					below) See Remarks			
NEW YORK, NY		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	Table I -	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							Owned	
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	)	4. Securi Acquired Disposed (Instr. 3, Amount	(A) of (E 4 and (A) or	or D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)														
e of 2.	3. Transaction	3A. Deemed	4.	5. Number		6. Date Exercisable and		7. Title and Amount		8. Price of			11. Nature	
tive Conversion	Date	Execution Date, if	Transact	isaction of		Expiration I	xpiration Date		of Underlying		Derivative	Ownership	of Indirect	
ty or Exercise	(Month/Day/Year)	any	Code		Derivative (Mo		(Month/Day	y/Year) Securitie		Securities		Securities	Form of	Beneficial
<ol><li>Price of</li></ol>		(Month/Day/Year)	(Instr. 8	)	Securities		(Instr. 3 and 4) (Instr. 5)		Beneficially	Derivative	Ownership			
Derivative					Acquired				Owned	Security:	(Instr. 4)			
Security					(A) or							Following	Direct (D)	
					Dispose	d of								
					· /							Transaction(s)	(I)	
			(Instr. 3, 4,		4,						(Instr. 4)	(Instr. 4)		
					and 5)									
										Amount				
							D (	Б:		or				
									Title	Number				
							Exercisable	Date		of				
			Code	V	(A)	(D)								
¢ 0.07	06/117/0014				26.000		(1)	06/17/2024	Common	26.000	(2)	26.000	D	
\$ 9.8/	06/1//2014		A		36,000		<u>(1)</u>	06/17/2024	Stock	36,000	\$ 0 <u>(2)</u>	36,000	D	
	ty or Exercise 3) Price of Derivative	2 of 2. 3. Transaction tive Conversion Date (Month/Day/Year) 3) Price of Derivative Security \$9.87 06/17/2014	cof       2.       3. Transaction       3A. Deemed         tive       Conversion       Date       Execution Date, if         (Month/Day/Year)       Month/Day/Year)       Month/Day/Year)         3)       Price of       Derivative         Security       06/17/2014       Month/Day/Year)	2 of     2.     3. Transaction     3A. Deemed     4.       1 tive     Conversion     Date     Execution Date, if     Transaction       3)     Price of     Derivative     (Month/Day/Year)     (Month/Day/Year)     (Month/Day/Year)       3)     Price of     Derivative     Code     (Instr. 8)       4.     Code     Code     (Instr. 8)       4.     Code     Code     (Instr. 8)	2 of     2.     3. Transaction     3A. Deemed     4.       1 tive     Conversion     Date     Execution Date, if     Transaction       3)     Price of     Derivative     Month/Day/Year)     (Month/Day/Year)     (Month/Day/Year)       2     Security     Code     V	2 of 2.       3. Transaction Date       3. Transaction Date       4.       5. Numb         10 or Exercise (Month/Day/Year)       3. Transaction Date       4.       Transaction of Date         3)       Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       6.       Derivative         10 or Exercise       (Month/Day/Year)       (Month/Day/Year)       0.       0.       Derivative         10 or Exercise       0.       0.       0.       0.       0.       0.         10 or Exercise       0.       0.       0.       0.       0.       0.       0.         10 or Exercise       0.	2 of 2.       3. Transaction Date       3A. Deemed       4.       5. Number         tive Conversion Date       Date       Security       4.       Transaction of Derivative         3)       Price of Derivative Security       Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6.         4.       Transaction Code       Transaction Code       Code       Code       Code         6.       V       (A) or       Disposed of (D) (Instr. 3, 4, and 5)       Code       V       (A) (D)         4.       S. 9.87       06/17/2014       A       36.000       36.000	2 of 2.     3. Transaction Date     3. Deemed     4.     5. Number of Code     6. Date Execution I Date       3)     Price of Derivative Security     (Month/Day/Year)     (Month/Day/Year)     4.     5. Number of Derivative (Instr. 8)     5. Number of Derivative Securities     6. Date Execution I Date       3)     Price of Derivative Security     (Month/Day/Year)     (Month/Day/Year)     1.	2 of 2.     3. Transaction Date     3. Deemed     4.     5. Number of Conversion Date     6. Date Exercisable and Expiration Date       3)     Price of Derivative Security     (Month/Day/Year)     (Month/Day/Year)     4.     5. Number of Derivative     6. Date Exercisable and Expiration Date       3)     Price of Derivative Security     (Month/Day/Year)     (Month/Day/Year)     6. Date Exercisable and Expiration Date       4.     Transaction or Exercise     (Month/Day/Year)     1.     1.     1.       4.     Transaction or Exercise     (Month/Day/Year)     1.     1.     1.       5.     Date Exercisable and Expiration Date     1.     1.     1.     1.       4.     Transaction or Exercise     1.     1.     1.     1.       5.     Date Exercisable and Expiration Date     1.     1.     1.     1.       5.     Date Exercisable and Expiration Exercisable Expiration Exercisable Exercisable Exercisable Expiration Exercisable Date     1.     1.     1.	20       2.       3. Transaction       3A. Deemed       4.       5. Number       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and of Underlyi Securities (Month/Day/Year)         3)       Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and of Underlyi Securities (Instr. 8)         3)       Derivative Security       Securities       Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)       Date Expiration Date Exercisable Expiration Date (Instr. 3)       7. Title and of Underlyi Securities         4       Code       V       (A) or Disposed of (D) (Instr. 3, 4, and 5)       Title         5       Code       V       (A) (D)       Date Expiration Date (Instr. 3)       Title	2 of 2.       3. Transaction Date       3. Deemed       4.       5. Number of Conversion Date       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities         3)       Price of Derivative Security       Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       7. Title and Amount of Underlying Securities         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 3, 4, and 5)       1.       1.         (Instr. 3, 4, and 5)       (Instr. 3, 4, and 5)       0.       1.       1.       0.         (Instr. 4, and 5)       (Instr. 4, and 5)       0.       0.       0.       0.       0.         (Instr. 5, 9, 87       0.	2 of 2.       3. Transaction Date       3. Deemed       4.       5. Number of Conversion or Exercise (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)       8. Price of Of Underlying Securities (Instr. 3 and 4)         3)       Price of Derivative Security       Price of Otherwise (Month/Day/Year)       (Month/Day/Year)       5. Number of Underlying Securities (Instr. 3 and 4)       7. Title and Amount of Underlying Securities (Instr. 3 and 4)       8. Price of Otherwise (Instr. 3, 4, and 5)         4.       2.       2.       2.       2.       2.       2.       2.         3. Transaction or Exercise (Month/Day/Year)       Month/Day/Year)       4.       3. Transaction of Underlying Securities (Instr. 3 and 4)       4.       3.         3. Transaction or Exercise (Month/Day/Year)       Month/Day/Year)       1. <td< td=""><td>20       2.       3. Transaction Date       3. Deemed       4.       5. Number       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Outerlying       9. Number of Derivative Securities         3)       Price of Derivative Security       Month/Day/Year)       (Month/Day/Year)       5. Number of Linstr. 8)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities         3)       Derive of Derivative Security       (Month/Day/Year)       4.       5. Number of Underlying Securities       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities         4.       Operation       0</td><td>2.       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       5. Number Transaction OC       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         3)       Price of Derivative Security       Month/Day/Year)       4.       5. Number (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         3)       Price of Derivative Security       (Month/Day/Year)       4.       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         4.       Operivative Securities       Securities       10.       &lt;</td></td<>	20       2.       3. Transaction Date       3. Deemed       4.       5. Number       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Outerlying       9. Number of Derivative Securities         3)       Price of Derivative Security       Month/Day/Year)       (Month/Day/Year)       5. Number of Linstr. 8)       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities         3)       Derive of Derivative Security       (Month/Day/Year)       4.       5. Number of Underlying Securities       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities         4.       Operation       0	2.       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       3. Transaction Date       5. Number Transaction OC       6. Date Exercisable and Expiration Date       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         3)       Price of Derivative Security       Month/Day/Year)       4.       5. Number (Month/Day/Year)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         3)       Price of Derivative Security       (Month/Day/Year)       4.       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities       8. Price of Derivative Securities       9. Number of Derivative Securities       10.         4.       Operivative Securities       Securities       10.       <

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KELLERMAN DONALD J C/O TONIX PHARMACEUTICALS HOLDING CORP. 509 MADISON AVENUE, SUITE 306 NEW YORK, NY 10022			See Remarks				

## Signatures

/s/ Donald J. Kellerman	06/20/2014
Signature of Reporting Person	Date

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.

(2) The option was granted pursuant to the Issuer's 2014 Stock Incentive Plan.

#### **Remarks:**

Senior Vice President, Clinical Development and Medical Affairs

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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