

# FORM 4

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

| OMB APPROVAL                                   |           |
|------------------------------------------------|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>GERSHELL LELAND                                 |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>Tonix Pharmaceuticals Holding Corp.<br>[TNXP] |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br>Chief Financial Officer |                                                                                               |                                                          |                                                       |
|----------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| (Last) (First) (Middle)<br>C/O TONIX PHARMACEUTICALS HOLDING CORP, 509 MADISON AVE., STE 306 |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/29/2014                               |                                |                                                                                                                                                                                                                                                 |                                                                                               |                                                          |                                                       |
| (Street)<br>NEW YORK, NY 10022                                                               |                                      | 4. If Amendment, Date Original Filed (Month/Day/Year)                                        |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                             |                                                                                               |                                                          |                                                       |
| (City) (State) (Zip)                                                                         |                                      | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>      |                                |                                                                                                                                                                                                                                                 |                                                                                               |                                                          |                                                       |
| 1. Title of Security (Instr. 3)                                                              | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)                                           | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                              |                                      |                                                                                              | Code V                         | Amount (A) or (D) Price                                                                                                                                                                                                                         |                                                                                               |                                                          |                                                       |

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**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |
| Stock Option                               | \$ 6.68                                                | 10/29/2014                           |                                                    | A                              | 38,000                                                                                  | (1)                                                      | 10/29/2024      | Common Stock                                                  | 38,000                     | \$ 0 (2)                                   | 38,000                                                                                             | D                                                                                |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                         |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer                 | Other |
| GERSHELL LELAND<br>C/O TONIX PHARMACEUTICALS HOLDING CORP<br>509 MADISON AVE., STE 306<br>NEW YORK, NY 10022 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Leland Gershell 11/03/2014  
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.

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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