

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): February 9, 2015

TONIX PHARMACEUTICALS HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-36019
(Commission
File Number)

26-1434750
(IRS Employer
Identification No.)

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

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On February 9, 2015, Tonix Pharmaceuticals Holding Corp. issued a press release announcing the closing of its public offering of 4,900,000 shares of its common stock at a public offering price of \$5.85 per share, less underwriting discounts. A copy of the press release is included as Exhibit 99.01 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.01 Press Release, dated February 9, 2015, issued by Tonix Pharmaceuticals Holding Corp.

SIGNATURE

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TONIX PHARMACEUTICALS HOLDING CORP.

Date: February 9, 2015

By: /s/ LELAND GERSHELL
Leland Gershell
Chief Financial Officer

Tonix Pharmaceuticals Announces Closing of \$28.7 Million Public Offering of Common Stock

New York, NY – February 9, 2015 – Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP) today announced the closing of its previously announced underwritten public offering of 4,900,000 shares of its common stock. The shares were sold at the public offering price of \$5.85 per share, bringing the aggregate gross proceeds from the offering to approximately \$28.7 million, before deducting underwriting discounts and commissions and other offering expenses. Investors in the offering included Broadfin Capital LLC, Deerfield Management Company, L.P., Sabby Management LLC and others.

Roth Capital Partners and Oppenheimer & Co. acted as joint book-running managers for the offering. Janney Montgomery Scott acted as co-manager in this offering.

The shares described above were offered by Tonix pursuant to a registration statement previously filed with, and subsequently declared effective by, the Securities and Exchange Commission (“SEC”). A prospectus relating to the offering has also been filed with the SEC and is available on the SEC’s website at <http://www.sec.gov>. Copies of the prospectus supplement and accompanying base prospectus relating to this offering may also be obtained from Roth Capital Partners, LLC, 888 San Clemente, Newport Beach, CA 92660, (800) 678-9147, Oppenheimer & Co., Inc., 85 Broad Street, 26th Floor, New York, NY 10004, (212) 667-8563 or by accessing the SEC’s website, www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Tonix Pharmaceuticals Holding Corp.

Tonix Pharmaceuticals is a clinical-stage company developing first-in-class medicines for common disorders of the central nervous system, including fibromyalgia, post-traumatic stress disorder (PTSD), and episodic tension-type headache (ETTH). These disorders are characterized by chronic disability, inadequate treatment options, high utilization of healthcare services, and significant economic burden. Tonix’s lead candidate, TNX-102 SL, is intended to be a first-line treatment for fibromyalgia and for PTSD. A Phase 2b trial of TNX-102 SL in fibromyalgia (BESTFIT) has been completed, and Tonix will initiate a Phase 3 program in the second quarter of 2015 to support product registration in the U.S. A Phase 2 trial of TNX-102 SL in PTSD (AtEase) commenced in the first quarter of 2015. A Phase 2 trial of TNX-201 for ETTH will begin in the second quarter of 2015. To learn more, please visit www.tonixpharma.com.

Safe Harbor / Forward-Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as "anticipate," "believe," "forecast," "estimate" and "intend," among others. These forward-looking statements are based on Tonix's current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, substantial competition; our ability to continue as a going concern; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payer reimbursement; limited sales and marketing efforts and dependence upon third parties; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. Tonix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in the Annual Report on Form 10-K filed with the SEC on March 28, 2014 and future periodic reports filed with the Securities and Exchange Commission. All of the Company's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date hereof.

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