

**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): July 17, 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

**Copy of correspondence to:**

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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 July 17, 2015, Tonix Pharmaceuticals Holding Corp. issued a press release announcing the closing of its public offering of 2,325,000 shares of its common stock, as well as 348,750 additional shares of its common stock pursuant to the full exercise of the over-allotment option granted to the underwriters. The shares were sold at a public offering price of \$7.50 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 July 17, 2015, issued by Tonix Pharmaceuticals Holding Corp.

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**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: July 17, 2015

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

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**Tonix Pharmaceuticals Closes \$20.1 Million Public Offering of Common Stock**

New York, NY – July 17, 2015 – Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP) (“Tonix”) today announced the closing of its previously announced underwritten public offering of 2,325,000 shares of its common stock, as well as the sale of 348,750 additional shares pursuant to the full exercise of the over-allotment option granted to the underwriters. The shares were sold in the offering at a public offering price of \$7.50 per share, resulting in gross proceeds to Tonix of approximately \$20.1 million, before deducting the underwriting discount and other offering expenses payable by Tonix.

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 supplement relating to the offering has also been filed with the SEC and is available, along with the accompanying base prospectus, on the SEC’s website at <http://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 is dedicated to the development of next-generation medicines for common yet challenging disorders of the central nervous system, characterized by chronic disability, inadequate treatment options, high utilization of healthcare services, and significant economic burden. Tonix's Tonmya™ is currently being evaluated in the Phase 3 AFFIRM study in fibromyalgia. TNX-102 SL, the same proprietary product candidate as Tonmya, is currently being evaluated in the Phase 2 AtEase study in post-traumatic stress disorder. A Phase 2 proof-of-concept study of TNX-201 in episodic tension-type headache is ongoing. This press release and further information about Tonix can be found at [www.tonixpharma.com](http://www.tonixpharma.com).

**Contact:**

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