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): August 11, 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:

Marc J. Ross, Esq. James M. Turner, Esq. Sichenzia Ross Friedman Ference LLP 61 Broadway New York, New York 10006 Tel: (212) 930-9700 Fax: (212) 930-9725

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))

ITEM 7.01 Regulation FD Disclosure.

Tonix Pharmaceuticals Holding Corp. (the "Company") intends to utilize an updated investor presentation to conduct meetings with investors, stockholders and analysts and at investor conferences, and which the Company intends to place on its website, which may contain non-public information. A copy of the presentation is filed as Exhibit 99.01.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.01, is furnished pursuant to, and shall not be deemed to be "filed" for the purposes of, Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or any other document filed pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing. By filing this Current Report on Form 8-K and furnishing the information contained in this Item 7.01, including Exhibit 99.01, the Company makes no admission as to the materiality of any such information that it is furnishing.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.99.01 Corporate Presentation by the Company for August 2015*

^{*} Furnished herewith.

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.

Date: August 11, 2015

TONIX PHARMACEUTICALS HOLDING CORP.

By: <u>/s/ LELAND GERSHELL</u> Leland Gershell Chief Financial Officer



NASDAQ: TNXP

Corporate Presentation August 2015

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Cautionary note on forward-looking statements

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Certain statements in this presentation regarding strategic plans, expectations and objectives for future operations or results are "forward-looking statements" as defined by 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 possible need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development efforts and dependence upon third parties; and risks related to failure to obtain U.S Food and Drug Administration clearances or approvals and noncompliance with its regulations. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. The forward-looking statements in this presentation are made as of the date of this presentation, even if subsequently made available by the Company on its website or otherwise. Tonix does not undertake an obligation to update or revise any forward-looking statement, except as required by law. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the period ended June 30, 2015, as filed with the Securities and Exchange Commission (the "SEC") on February 27, 2015 and August 7, 2015, respectively, and future periodic reports filed with the SEC on or after the date hereof. All of the Company's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements.



Developing innovative medicines for large and growing markets

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- Common and chronic disorders of the central nervous system (CNS)
- Next-generation medicines with transformative treatment potential
- Late-stage candidates supported by human experience
- Capitalized to achieve key readouts in all of our clinical-stage programs



Pipeline led by Tonmya[™] for fibromyalgia

-

Candidate	Indication	Preclinical	Phase 1	Phase 2	Phase 3	NDA	Market	Near-term Catalyst
Tonmya	Fibromyalgia							Top line data 2H 2016
TNX-102 SL	Post-Traumatic Stress Disorder							Top line data 1H 2016
TNX-201	Episodic Tension- Type Headache							Top line data 1Q 2016

NDA = New Drug Application
Tonmya / TNX-102 SL (cyclobenzaprine HCl sublingual tablets, 2.8 mg) and TNX-201 (dexisometheptene mucate)
are Investigational New Drugs and are not approved for any indication.



Fibromyalgia: a chronic, multi-symptom disorder that generates frustration for patients and physicians

- Fibromyalgia is characterized by:
 - Chronic widespread pain
 Fatigue
 - Diminished cognition Unrefreshing sleep
- Believed to result from amplified sensory and pain signaling in CNS¹
- Causes significant impairment in all areas of life
 - Lower levels of health-related quality-of-life reduced daily functioning
 - Interference with work (loss of productivity, disability)
- Inflicts substantial strain on the healthcare system
 - Average patient has 20 physician office visits per year²
 - Annual direct medical costs are twice those for non-fibromyalgia individuals³

² Phillips K & Clauw DJ, Best Pract Res Clin Rheumatol 2011;25:141 ² Robinson et al, Pain Medicine 2013;14:1400

² White et al, J Occupational Environ Med 2008;50:13.



Fibromyalgia is a large market, but remains under-diagnosed...

Total U.S. market for fibromyalgia (on- and off-label usage) is estimated to be >22 million prescriptions annually^{2,3}



- Chronic condition with onset typically in the 30's-40's, predominantly in females
- Approximately 2.3 million U.S. adults receive treatment²
- Approved drugs achieved 2014 U.S. sales of \$1.2 billion4
 - Represent about 5.6 million prescriptions³
- Diagnosis rate of 1.1% = 2.7 million U.S. adults → suggests under-diagnosis

Robinson RL et al, Pain Med 2012;13:1366.
 Independent study conducted by IMS Consulting Group, April 2015 using IMS MIDAS (ex-manufacturing price), factored for fibromyalgia based on IMS National Disease and Therapeutic Index (NDTI).





Lawrence et al, Arthritis Rheum 2008;58:26; Vincert et al, Arthritis Care Res 2013;65:786; Jones et al, Arthritis Rheum 2015;67:568.

...and fewer than half of those treated receive sustained benefit from the three FDA-approved drugs

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- The treatment objective is to restore functionality and quality of life by broadly improving symptoms while avoiding significant side effects
- The majority fail therapy due to lack of a response or poor tolerability:1



Market research by Frost & Sullivan, commissioned by Tonix (2011). FDA = U.S. Food and Drug Administration



Pervasive treatment dissatisfaction creates an opportunity for a differentiated therapeutic option

High rates of discontinuation, switching and augmentation

- Patients cycle through different medications
- Attempt to treat multiple symptoms and/or avoid intolerable side effects
- Two or more medications are used simultaneously, on average¹
- The typical patient has tried six different medications²
- Significant off-label use of prescription painkillers and sleep aids

Large need for new therapies that provide broad symptom relief without a significant side effect burden



² Robinson RL et al, Pain Medicine 2012;13:1366. ³ "Patient Trends: Fibromyalgia", Decision Resources, 2011.

Tonmya in Phase 3 clinical development for fibromyalgia

q

Advanced sublingual tablet containing cyclobenzaprine (CBP) 2.8 mg

- Eutectic formulation rapidly delivers a low dose of CBP, avoids first-pass metabolism
- Designed for chronic bedtime administration, no titration

Tonmya demonstrated broad activity and was very well-tolerated in Phase 2b study

- Statistically-significant improvements across core fibromyalgia symptoms
- Positive trend in primary endpoint of change in mean pain intensity
- Systemic tolerability similar to placebo
- Transient administration site reactions were more common with Tonmya, no impact on completion rate

Tonix approaches the treatment of fibromyalgia by targeting sleep quality

- Non-restorative sleep is a common clinical and diagnostic feature¹
- Evolving understanding of the role of sleep in pain control and fibromyalgia development²
- Tonmya targets CNS receptors believed to play key roles in sleep physiology



² Choy EHS, Nat Rev Rheumatol adv online pub 28 April 2015.

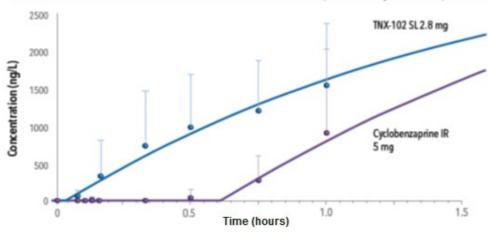
Tonmya is an Investigational New Drug and is not approved for any indication



CBP is detected in plasma within minutes following sublingual administration of Tonmya in Phase 1 studies

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Plasma Concentration Versus Time of TNX-102 SL Compared to Cyclobenzaprine IR



Tonmya / TNX-102 SL is an Investigational New Drug and is not approved for any indication.



Phase 2b "BESTFIT" study of Tonmya in fibromyalgia

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- BESTFIT = BEdtime Sublingual TNX-102 SL as Fibromyalgia Intervention Therapy
 - Randomized, double-blind, placebo-controlled trial
 - 2010 American College of Rheumatology diagnostic criteria for fibromyalgia
 - 205 participants were randomized 1:1 at 17 U.S. sites
 - One sublingual tablet of Tonmya (TNX-102 SL 2.8 mg) or placebo daily at bedtime for 12 weeks
 - Evaluated measures of pain, sleep quality, and other assessments of fibromyalgia



Tonmya is an Investigational New Drug and is not approved for any indication.



BESTFIT: Tonmya broadly improved fibromyalgia

Category	Endpoint – week 12 ¹	p value	
Pain	30% responder analysis ²	0.033	
Sleep	Daily Sleep Quality PROMIS Sleep Disturbance	<0.001 0.005	
Overall response to therapy	PGIC	0.025	
Assessment of disease impact	FIQ-R Total score	0.014	

p < 0.05 → statistically significant

BESTFIT pre-specified primary endpoint: change in week 12 mean pain score (p=0172)

- PROMIS = Patient-Reported Outcomes Measurement Information System
- PGIC = Patient Global Impression of Change
- FIQ-R = Fibromyalgia Impact Questionnaire Revised



² Intent-to-treat analysis, N=205 (Tonmya N=103, placebo N=102)
³ FDA-accepted primary endpoint in current Phase 3 AFFIRM study
Source: Phase 2b BESTFIT study data.
Tonmya is an Investigational New Drug and is not approved for any indication

Systemic adverse events reported by at least 3.0% of the total study population	Tonmya (N=103)	Placebo (N=101)	Total (N=204)	
Somnolence	1.9	6.9	4.4	
Dry Mouth	3.9	4.0	3.9	
Back Pain	4.9	3.0	3.9	

- No serious adverse events (SAE) reported with Tonmya
- Most frequent local adverse events were administration site reactions
 - Previously reported in Phase 1 studies; no detectable bias on efficacy results
 - Transient tongue numbness (42% Tonmya vs. 1% placebo)
 - Abnormal taste (8% Tonmya vs.0% placebo)
- 6 Trial completion rates of 86% with Tonmya vs. 83% with placebo

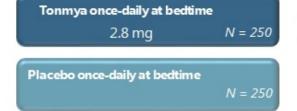
Source: Phase 2b BESTFIT study data. Tonmya is an Investigational New Drug and is not approved for any indication



Tonmya in Phase 3 registration program in fibromyalgia

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Phase 3 AFFIRM Study is underway



12 weeks

- Randomized, double-blind, placebo-controlled study in fibromyalgia
- N=500; approximately 35 U.S. clinical sites
- Primary efficacy endpoint:

>----- open-label extension

 Difference in 30% pain responder analysis at Week 12 between Tonmya and placebo

Top line data expected 2H 2016

- Second Phase 3 clinical trial expected to begin in 2Q 2016
 - Expected to be similar to AFFIRM in design and size

Source: Phase 2b BESTFIT study data. Tonmya / TNX-102 SL is an Investigational New Drug and is not approved for any indication



TNX-102 SL in Phase 2 development for post-traumatic stress disorder (PTSD)

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Candidate	Indication	Preclinical	Phase 1	Phase 2	Phase 3	NDA	Market	Near-term Catalyst
Tonmya	Fibromyalgia							Top line data 2H 2016
TNX-102 SL	Post-Traumatic Stress Disorder							Top line data 1H 2016
TNX-201	Episodic Tension- Type Headache							Top line data 1Q 2016

Tonmya / TNX-102 SL (cyclobenzaprine HCl sublingual tablet, 2.8 mg) and TNX-201 (dexisometheptene mucate) are Investigational New Drugs and are not approved for any indication.



PTSD: An important and growing public health problem

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- PTSD is a chronic disorder following a traumatic event and is characterized by:
 - re-experiencing the triggering event
 situation/stimulus avoidance
 - negative alterations in mood/cognition
 hypervigilance (anxiety, difficulty sleeping)
- Considered a stress response, but prolonged and does not resolve with time
 - 20% of women and 8% of men who experience significant trauma develop PTSD1
- Associated with significant life disruption
 - Social isolation, inability to maintain employment, loss of independent living
 - Unpredictable acts of violence, suicidal thoughts

² Kessler et al, Arch Gen Psychiatry 1995;521048.





- ~70% are considered to have moderate to severe symptoms
- Of those diagnosed, ~50% utilize professional healthcare (psycho/pharmacotherapy)2

Higher prevalence in military population

- 20% of veterans from recent conflicts will have potential/provisional PTSD3
- ~638,000 veterans with PTSD in the VA health system (2012)4
- Majority are male
- Alcohol and substance abuse are common



² Kessler RC at al, Arch Gen Psychiatry 2013;62617; U.S. Census Bureau, 2013 Projection.
² Wang et al, Arch Gen Psychiatry 2005;62:629.

² Report on VA Facility Specific Operation Enduring Freedom (OEF), Operation Iraqi Freedom (OIF), and Operation New Dawn (OND) Veterans Diagnosed with Potential or Provisional PTSD.
⁴ Bowe et al, J Dual Diagnosis 2015;11:22.

Significant gap in current therapeutic landscape for PTSD

Medicines for PTSD often provide inadequate and/or inconsistent benefit

- FDA-approved medications are limited to two SSRIs, approved > 10 years ago
- Weak evidence of treatment effect in men1
- Lack of efficacy evidence in those with a history of combat-related trauma²
- Carry suicidality warnings, require dose titration

Sleep dysfunction in PTSD is resistant to currently-approved options

- 95%+ report insomnia, 83% report recurrent dreams of the trauma³
- Correlated with disease severity, depression, substance abuse and suicide⁴
- Poor sleep quality after trauma may increase the risk of developing PTSD
- Off-label use of anxiolytics, sedative-hypnotics, opiates, and antipsychotics

SSRI = selective serotonin reuptake inhibitor

² Marshall et al, Am J Psychiatry 2001;158:1982.

Jonathan Davidson, personal communications, 2014
 Green B. Post-traumatic stress disorder: Symptom profiles in men and women. Curr Med Res Opin 2003;19:200–4.
 Germain et al, J Anxiety Disord 2005;19:233; Krakow et al, J Nerv Ment Dis 2002;190:442.



TNX-102 SL's potential as a treatment for PTSD is supported by clinical evidence and nonclinical activities

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- TNX-102 SL targets mechanisms associated with treating disturbed sleep in PTSD
 - Shares pharmacology with drugs used off-label to treat sleep dysfunction in PTSD
- Efficacy of "tricyclic" drug class in PTSD is supported by clinical data¹
- Improvements observed in BESTFIT study relate to PTSD core symptoms²

Outcome Measure at Week 12 in BESTFIT	<i>p</i> value
PROMIS Sleep Disturbance	0.005
FIQ-R Anxiety Item	0.015
FIQ-R Sensitivity Item	0.017

p < 0.05 → statistically significant

TNX-102 SL is an Investigational New Drug and is not approved for any indication.



² Davidson J, J Psychopharm 2015;29;264 ² Phase 2b BESTFIT study data

Phase 2 "AtEase" trial of TNX-102 SL in PTSD is ongoing

www.ateasestudy.com 20

TNX-102 SL at bedtime once-daily

2.8 mg

N = 88

Randomized, double-blind, placebo-controlled trial in military-related PTSD

N=220; approximately 25 U.S. clinical sites

N=220; approximately 25 U.S. clinical sites

Primary efficacy endpoint:

Difference in Clinician-Administered PTSD Scale (CAPS) score between TNX-102 SL 2.8 mg and placeboat eight weeks

N = 88

12 weeks

open-label extension

Top line data expected 1H 2016

TNX-102 SL is an Investigational New Drug and is not approved for any indication.



TNX-201 in Phase 2 development for episodic tension-type headache

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Candidate	Indication	Preclinical	Phase 1	Phase 2	Phase 3	NDA	Market	Near-term Catalyst
Tonmya	Fibromyalgia							Top line data 2H 2016
TNX-102 SL	Post-Traumatic Stress Disorder							Top line data 1H 2016
TNX-201	Episodic Tension- Type Headache							Top line data 1Q 2016

Tonmya / TNX-102 SL (cyclobenzaprine HCl sublingual tablet, 2.8 mg) and TNX-201 (dexisometheptene mucate) are Investigational New Drugs and are not approved for any indication.



Episodic tension-type headache (ETTH) the most common form of headache

75 million adults in the U.S. experience ETTH each year¹

- Constant band of pressure on the back/sides of head; "squeezed in a vice" feeling
- Most are infrequent (<1 per month); rarely require medical attention, mainly self-treated

21 million experience frequent ETTH each year¹

- Frequent = one to 14 headaches per month over a three-month period
- More likely to seek physician care and receive a prescription product^{1,2}

ETTH is the major contributor to all 'non-migraine headaches'

- Non-migraine headaches lead to 9.2 million emergency room or office visits each year^{3,4}



² Schwartz et al, JAMA 1998;279:381-383; Chowdhury, Ann Ind Acad Neurol 2012;15:83-88; Tonix analysis of public literature.

Scher et al. Cephalalgia 2010;30:321-328. Tonix analysis of public literature.
 Health Care Utilization Project data, 2011.
 IMS National Disease and Therapeutic Index. 2013.

Current treatment market for non-migraine headaches (ETTH)

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"First-line" treatment - NSAIDs are most common

- Many patients self-medicate with a course of over-the-counter NSAIDs before seeing a physician1
- Less than 50% of treated patients are pain-free at two hours²
- Some are refractory to NSAIDs when they first seek medical attention¹

"Next-step" treatment options for acute/abortive therapy are limited

- Butalbital combinations are the only FDA-approved prescription products for ETTH
 - 3.5 million prescriptions are written per year for non-migraine headaches1
 - Not recommended for extended use because of addiction, tolerance and abuse potential³
- Opioid narcotic combination products are used off-label to treat non-migraine headaches
 - Include products that contain hydrocodone, codeine, and tramadol¹
 - ~5.3 million prescriptions issued annually for the treatment of non-migraine headaches¹

NSAID = non-steroidal anti-inflammatory drug



Based on independent study commissioned by Tonix, based on physician interviews using IMS National Prescription Audit (8/2013 – 7/142014) and IMS National Disease and Therapeutic Index*** Q3 2008 – Q3 2014. ² Moore et al, Pain 2014:155:2220-2228.

² Fioricet package insert.

Isometheptene was used for ETTH, but no longer approved

24

Isometheptene – a brief history

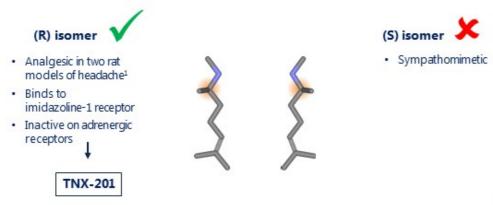
- Isometheptene mucate was commonly used in the past
- Indicated for tension-type headache, but also used for migraine1
- Single-agent medicine (pre-1962)
- Component of prescription combination drug products
 - Annual unit volume of 2.5 million prescriptions at peak (1997)
 - Midrin® NDA withdrawn (2011)
 - Prodrin® marketed under "unapproved drug category"

No product containing any form of isometheptene is FDA-approved for any indication

IMS Health, National Prescription Audit 01/1995 – 12/2000 (extracted 8/2014);
IMS Health, IMS National Disease and Therapeutic Index¹¹, 01/1995 – 12/2000 (extracted 8/2014).



- TNX-201 (dexisometheptene mucate) contains the (R) isomer of isometheptene
 - Pharmacologic profile is distinct from (S) isomer per preclinical studies
 - Represents a new class of analgesics (selective imidazoline-1 receptor agonists)



² Fried NT et al, Headache 2015;55:184. TNX-201 is an Investigational New Drug and is not approved for any indication.



Current value proposition for TNX-201

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Key attributes

- Unique mechanism of action (imidazoline-1 receptor agonist)
- Differentiated pharmacology as a single isomer of isometheptene
- May offer effective, safe, and non-addictive treatment option for ETTH

May serve patients who:

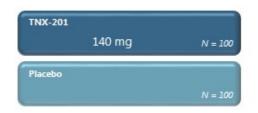
- Do not adequately respond to an NSAID
- Would be candidates for treatment with butalbital and/or opioid narcotics
- Suffer from medication overuse headaches
 - May be caused by NSAIDs, butalbital, or opioid narcotics

TNX-201 is an Investigational New Drug and is not approved for any indication.



Phase 2 proof-of-concept trial of TNX-201 in ETTH is ongoing

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- Randomized, double-blind, placebo-controlled trial in episodic tension-type headache
- N=200 enrollment goal at approximately
 10 U.S. clinical sites

Top line data expected 1Q 2016

- A proof-of-concept study to evaluate:
 - Proportion of subjects who report "pain free" at several intervals post-dose
 - Proportion of subjects who use rescue medication during the 24 hours post-dose
 - Change from baseline in pain severity score at several intervals post-dose
- Results will be used to support discussion with FDA on Phase 3 study design

TONIX

TNX-201 is an Investigational New Drug and is not approved for any indication.

Wholly-owned by Tonix with no obligations to others

Tonmya/TNX-102SL

Fibromyalgia, PTSD

- Composition-of-matter (eutectic)
 - Patents filed
 - Protection expected to 2034
- Pharmacokinetics (PK)
 - Patents filed
 - Protection expected to 2033
- Method-of-use
 - Fibromyalgia: patents issued, 3Q 2020 expiry
 - PTSD: patents filed

TNX-201

Headache

- Composition-of-matter (isomer)
 - Patents filed
 - Protection expected to 2033



Tonmya, TNX-102 SL and TNX-201 are Investigational New Drugs and are not approved for any indication.

Financial overview

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NASDAQ: TNXP	
Cash reported at June 30, 2015	\$ 48.7 million
Net proceeds from July 2015 financing	18.7 million
Cash used in operations in 1H 2015	\$ 18.3 million
Shares outstanding (August 7, 2015)	18.8 million



Seth Lederman, MD

President & CEO







Leland Gershell, MD, PhD

Chief Financial Officer







Bruce Daugherty, PhD

Chief Scientific Officer





Gregory Sullivan, MD

Chief Medical Officer



New York State Psychiatric Institute

Ronald Notvest, PhD

SVP, Commercial Planning & Development







Board of directors

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Donald Landry, MD, PhD	Samuel Saks, MD
Chair of Medicine, Columbia University	Jazz Pharma, ALZA, Johnson & Johnson



Milestones – recent and upcoming

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Tonmya – Fibromyalgia

May 2015 Began Phase 3 AFFIRM study

June 2015 Presented additional data from Phase 2b BESTFIT study at EULAR

2H 2016 Report top-line results from AFFIRM study

TNX-102 SL - Post-Traumatic Stress Disorder

January 2015 Began Phase 2 AtEase study in military-related PTSD

☐ 1H 2016 Report top-line results from AtEase study

TNX-201 - Episodic Tension-Type Headache

Y	June 2015	Began randomization in proof-of-concept Phase 2 study
	June 2015	Presented non-dinical data at AHS (receptor, animal models)
	1Q 2016	Report top-line results from proof-of-concept Phase 2 study



Tonmya / TNX-102 SL and TNX-201 are Investigational New Drugs and are not approved for any indication.

Developing innovative medicines for large and growing markets

33

- Common and chronic disorders of the CNS
- Next-generation medicines with transformative treatment potential
- Late-stage candidates supported by human experience
- Capitalized to achieve key readouts in all of our clinical-stage programs





NASDAQ: TNXP

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