

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 * SULLIVAN GREGORY M <small>(Last) (First) (Middle)</small> C/O TONIX PHARMACEUTICALS HOLDINGS CORP, 509 MADISON AVE., SUITE 306 <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Tonix Pharmaceuticals Holding Corp. [TNXP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director</small> _____ <small>10% Owner</small> _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Chief Medical Officer	
		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2016			
		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option	\$ 5.03	02/09/2016		A		30,000	(1)	02/09/2026	Common Stock	30,000	\$ 0 (2)	30,000	D	
Stock Option	\$ 5.03	02/09/2016		A		30,000	(3)	02/09/2026	Common Stock	30,000	\$ 0 (2)	30,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN GREGORY M C/O TONIX PHARMACEUTICALS HOLDINGS CORP 509 MADISON AVE., SUITE 306 NEW YORK, NY 10022			Chief Medical Officer	

Signatures

/s/Jessica Morris, Attorney-in-Fact	02/10/2016
<small>Signature of Reporting Person</small>	<small>Date</small>

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.
- (3) The option vests 1/3rd upon the date(s) that certain stock price goals are achieved. The stock price goals are such date(s) when the Issuer's common stock has an average closing sales price equal to or exceeding each of \$6.00, \$7.00 and \$8.00 per share for 20 consecutive trading days, subject to a one year minimum service period prior to vesting.

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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