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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 2)\***

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**Tonix Pharmaceuticals Holding Corp.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**890260 20 1**  
(CUSIP Number)

**December 31, 2014**  
(Date of Event Which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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1.	Names of Reporting Persons Technology Partners Fund VIII, L.P.	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization California, United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 681,306 shares of Common Stock (2)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 681,306 shares of Common Stock (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 681,306 shares of Common Stock (2)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 6.3% (3)	
12.	Type of Reporting Person (see instructions) PN	

- (1) This Amendment No. 2 on the statement on Schedule 13G is filed by Technology Partners Fund VIII, L.P. ("TP VIII") and TP Management VIII, LLC ("TPM VIII," together with TP VIII, collectively referred to herein as, the "Reporting Persons"). These Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) The shares are held by TP VIII. TPM VIII serves as the sole general partner of TP VIII. As such, TPM VIII may be deemed to have indirect beneficial ownership of the shares held by TP VIII. TPM VIII owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014.
- (3) This percentage is calculated based upon 10,771,690 shares of the Common Stock outstanding as of November 6, 2014 as set forth in the Issuer's most recent Form 10-Q for the period ending September 30, 2014, filed with the Securities and Exchange Commission on November 7, 2014.

1.	Names of Reporting Persons TP Management VIII, LLC	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization California, United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 681,306 shares of Common Stock (2)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 681,306 shares of Common Stock (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 681,306 shares of Common Stock (2)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 6.3% (3)	
12.	Type of Reporting Person (see instructions) PN	

- (1) This Amendment No. 2 on the statement on Schedule 13G is filed by the Reporting Persons. These Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) The shares are held by TP VIII. TPM VIII serves as the sole general partner of TP VIII. As such, TPM VIII may be deemed to have indirect beneficial ownership of the shares held by TP VIII. TPM VIII owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014.
- (3) This percentage is calculated based upon 10,771,690 shares of the Common Stock outstanding as of November 6, 2014 as set forth in the Issuer's most recent Form 10-Q for the period ending September 30, 2014, filed with the Securities and Exchange Commission on November 7, 2014.

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Introductory Note: This Amendment No. 2 to the statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock, par value \$0.001 per share (“Common Stock”), of Tonix Pharmaceuticals Holding Corp. (the “Issuer”).

**Item 1(a). Name of Issuer:**

**Item 1(b). Address of Issuer’s Principal Executive Officers:**

Tonix Pharmaceuticals Holding Corp.  
509 Madison Avenue, Suite 306  
New York, New York 10022

**Item 2(a). Name of Person(s) Filing:**

Technology Partners Fund VIII, L.P.  
TP Management VIII, LLC

**Item 2(b). Address of Principal Business Office:**

Technology Partners  
550 University Avenue  
Palo Alto, California 94301

**Item 2(c). Citizenship:**

Technology Partners Fund VIII, L.P.  
TP Management VIII, LLC

California, United States of America  
California, United States of America

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.001 per share.

**Item 2(e). CUSIP Number:**

890260 20 1

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4(a). Amount Beneficially Owned:****Item 4(b). Percent of Class:****Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014:

<b>Reporting Persons</b>	<b>Shares of Common Stock Held Directly (1)</b>	<b>Shares Underlying Exercisable Warrants Held Directly</b>	<b>Shared Voting Power (1)</b>	<b>Shared Dispositive Power (1)</b>	<b>Beneficial Ownership (1)</b>	<b>Percentage of Class (1)(3)</b>
Technology Partners Fund VIII, L.P.	681,306	0	681,306	681,306	681,306	6.3%
TP Management VIII, LLC (2)	0	0	681,306	681,306	681,306	6.3%

- (1) Represents the number of shares of Common Stock beneficially owned by the Reporting Person as of December 31, 2014.
- (2) TPM VIII serves as the sole general partner of TP VIII. As such, TPM VIII may be deemed to have indirect beneficial ownership of the shares held by TP VIII. TPM VIII owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014.
- (3) This percentage is calculated based upon 10,771,690 shares of the Common Stock outstanding as of November 6, 2014 as set forth in the Issuer's most recent Form 10-Q for the period ending September 30, 2014, filed with the Securities and Exchange Commission on November 7, 2014.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

Not applicable.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 12, 2015

TECHNOLOGY PARTNERS FUND VIII, L.P.

By: TP MANAGEMENT VIII, LLC

Its: General Partner

By: /s/ Sheila Mutter

Sheila Mutter

Managing Member

TP MANAGEMENT VIII, LLC

By: /s/ Sheila Mutter

Sheila Mutter

Managing Member

**Exhibit(s):**

99.1: Joint Filing Statement

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Tonix Pharmaceuticals Holding Corp.

Dated: March 12, 2015

TECHNOLOGY PARTNERS FUND VIII, L.P.

By: TP MANAGEMENT VIII, LLC

Its: General Partner

By: /s/ Sheila Mutter

Sheila Mutter

Managing Member

TP MANAGEMENT VIII, LLC

By: /s/ Sheila Mutter

Sheila Mutter

Managing Member