SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No.)*

Tonix Pharmaceuticals Holding Corp.

(Name of Issuer)

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

> 890260862 (CUSIP Number)

December 16, 2022 (Date of Event Which Requires Filing of This Statement)

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

- $\square \qquad \text{Rule 13d-1(b)}$
- Rule 13d-1(c)
- $\square \qquad \text{Rule 13d-1(d)}$

*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).

| USIP No. <u>890260862</u> | | 13G | Page 2 of 8 Pages | |
|----------------------------------------------|--------------------------------------|---------------------------|-------------------|--|
| 1 NAMES OF REPORTIN I.R.S. IDENTIFICATION | | E PERSONS (ENTITIES ONLY) | | |
| TANG CAPITAL PART | NERS, LP | | | |
| 2 CHECK THE APPROPR | RIATE BOX IF A M | EMBER OF A GROUP* | (a) □ (b) ⊠ | |
| 3 SEC USE ONLY | | | | |
| 4 CITIZENSHIP OR PLAC | CITIZENSHIP OR PLACE OF ORGANIZATION | | | |
| DELAWARE | | | | |
| NUMBER OF | 5 | SOLE VOTING POWER | | |
| SHARES BENEFICIALLY OWNED BY | 0 | SHARED VOTING POWER | | |
| EACH REPORTING PERSON WITH | | SOLE DISPOSITIVE POWER | | |
| | 8 | SHARED DISPOSITIVE POWER | | |

| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
|----|----------------------------------------------------------------------|
| | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | 7.4% |
| 12 | TYPE OF REPORTING PERSON |
| | PN |

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|-----------|-------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------------------|-------------------|--|
| | | | 130 | | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) TANG CAPITAL MANAGEMENT, LLC | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF A | A MEMBER OF A GROUP* | (a) □ (b) ⊠ | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | | | | |
| | NUMBER OF 5 SHARES 6 BENEFICIALLY 6 OWNED BY 7 EACH REPORTING 7 PERSON WITH 8 | | SOLE VOTING POWER 0 | | |
| | | | SHARED VOTING POWER 4,280,916 | | |
| E | | | SOLE DISPOSITIVE POWER | | |
| | | | SHARED DISPOSITIVE POWER 4.280,916 | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,280,916 | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| 11 | PERCENT OF CLASS REPF 7.4% | | BY AMOUNT IN ROW 9 | | |
| 12 | TYPE OF REPORTING PERSON OO | | | | |

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| CUSIP No. <u>890260862</u> | | | 13G | Page 4 of 8 Pages |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------|---|----------------------------------|-------------------|
| 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) KEVIN TANG | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | (a) □ (b) ⊠ |
| 3 | SEC USE ONLY | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES | | | |
| | NUMBER OF | 5 | SOLE VOTING POWER | |
| | SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER 4,280,916 | |

| | EACH REPORTING PERSON WITH | | SOLE DISPOSITIVE POWER |
|----|----------------------------------------------------------------------|----------|-------------------------------------------------|
| | | 8 | SHARED DISPOSITIVE POWER 4.280.916 |
| - | ACCRECATE AMOUNT DE | NEELCIA | H,280,910 LLY OWNED BY EACH REPORTING PERSON |
| 9 | AGGREGATE AMOUNT BE | INEFICIA | LLY OWNED BY EACH REPORTING PERSON |
| | 4 390 016 | | |
| | 4,280,916 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | |
| 10 | | | |
| | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | | | |
| | 7.4% | | |
| 10 | TYPE OF REPORTING PERS | SON | |
| 12 | | | |
| | IN | | |
| | 11 N | | |

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|---------|------|
| I age T | 01.0 |

| Item 1(a). | Name | Name of Issuer: | | | | | |
|------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|
| | Tonix Pharmaceuticals Holding Corp., a Delaware corporation (the "Issuer") | | | | | | |
| Item 1(b). | Addre | Address of Issuer's Principal Executive Offices: | | | | | |
| | 26 Ma | 26 Main Street, Suite 101, Chatham, NJ 07928 | | | | | |
| Item 2(a). | Name | of Person Filing: | | | | | |
| | | tatement on Schedule 13G (this "Statement") is filed by Tang Capital Partners, LP ("Tang Capital Partners"); Tang Capital Management, LLC, the Il partner of Tang Capital Partners ("Tang Capital Management"); and Kevin Tang, the manager of Tang Capital Management. | | | | | |
| Item 2(b). | Addre | ss of Principal Business Office or, if none, Residence: | | | | | |
| | 4747 I | Executive Drive, Suite 210, San Diego, CA 92121 | | | | | |
| Item 2(c). | Citize | nship: | | | | | |
| | Tang Citizer | Capital Partners is a Delaware limited partnership. Tang Capital Management is a Delaware limited liability company. Mr. Tang is a United States | | | | | |
| Item 2(d). | Title c | f Class of Securities: | | | | | |
| | Comm | Common Stock, par value \$0.001 per share (the "Common Stock") | | | | | |
| Item 2(e). | CUSII | P Number: 890260862 | | | | | |
| Item 3. | Not aj | oplicable. | | | | | |
| Item 4. | Owne | Ownership. | | | | | |
| | (a) | Amount Beneficially Owned: | | | | | |
| | | Tang Capital Partners. Tang Capital Partners beneficially owns 4,280,916 shares of the Issuer's Common Stock. | | | | | |
| | | Tang Capital Partners shares voting and dispositive power over such shares with Tang Capital Management and Kevin Tang. | | | | | |
| | | Tang Capital Management. Tang Capital Management beneficially owns 4,280,916 shares of the Issuer's Common Stock. | | | | | |
| | | Tang Capital Management shares voting and dispositive power over such shares with Tang Capital Partners and Kevin Tang. | | | | | |
| | | Kevin Tang. Kevin Tang beneficially owns 4,280,916 shares of the Issuer's Common Stock. | | | | | |
| | | Kevin Tang shares voting and dispositive power over such shares with Tang Capital Partners and Tang Capital Management. | | | | | |
| | | The percentages used herein are based on 57,536,293 shares of Common Stock outstanding as of November 4, 2022, as set forth in the Issuer's Quarterly Report filed on Form 10-Q that was filed with the Securities and Exchange Commission on November 7, 2022. | | | | | |
| | | | | | | | |

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⁽b) Percent of Class:

| | | Tang Capital Management Kevin Tang | 7.4% 7.4% |
|---------|-------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| | (c) N | umber of shares as to which such person has: | |
| | (i) | sole power to vote or to direct the vote: | |
| | | Tang Capital Partners Tang Capital Management Kevin Tang | 0 shares 0 shares 0 shares |
| | (ii | shared power to vote or to direct the vote: | |
| | | Tang Capital Partners Tang Capital Management Kevin Tang | 4,280,916 shares 4,280,916 shares 4,280,916 shares |
| | (ii | i) sole power to dispose or to direct the disposition of: | |
| | | Tang Capital Partners Tang Capital Management Kevin Tang | 0 shares 0 shares 0 shares |
| | (i | v) shared power to dispose or to direct the disposition of | : |
| | | Tang Capital Partners Tang Capital Management Kevin Tang | 4,280,916 shares 4,280,916 shares 4,280,916 shares |
| Item 5. | Ownership | o of Five Percent or Less of a Class. | |
| | | ment is being filed to report the fact that as of the date here the class of securities, check the following: \Box | eof the reporting person has ceased to be the beneficial owner of more than five |
| Item 6. | Ownership | o of More than Five Percent on Behalf of Another Perso | on. |
| | Not applica | ble | |
| Item 7. | Identificat | ion and Classification of the Subsidiary Which Acquire | d the Security Being Reported on by the Parent Holding Company. |
| | Not applica | ble. | |
| Item 8. | Identificat | ion and Classification of Members of the Group. | |
| | Not applica | ble. | |
| Item 9. | Notice of I | Dissolution of Group. | |
| | Not applica | ble. | |
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| | | | |

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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.

Date: December 27, 2022

TANG CAPITAL PARTNERS, LP

By: Tang Capital Management, LLC, its General Partner

By: /s/ Kevin Tang

Kevin Tang, Manager

TANG CAPITAL MANAGEMENT, LLC

| By: | /s/ Kevin Tang |
|-----|---------------------|
| | Kevin Tang, Manager |

6,

/s/ Kevin Tang Kevin Tang

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, 0.001 par value per share, of Tonix Pharmaceuticals Holding Corp. and further agree to the filing of this Joint Filing Agreement as an exhibit thereto. In addition, each party to this Joint Filing Agreement expressly authorizes each other party to this Joint Filing Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: December 27, 2022

TANG CAPITAL PARTNERS, LP

- By: Tang Capital Management, LLC
- Its: General Partner
- By: /s/ Kevin Tang

Name: Kevin Tang Title: Manager

TANG CAPITAL MANAGEMENT, LLC

By: <u>/s/ Kevin Tang</u> Name: Kevin Tang Title: Manager

/s/ Kevin Tang

Name: Kevin Tang