
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): February 14, 2019

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 16, 2019, Charles Mather, age 58, notified the Board of Directors (the “Board”) of Tonix Pharmaceuticals Holding Corp. (the “Company”) that he was resigning from the Board effective immediately. Mr. Mather was a member of the Audit Committee and Governance and Nominating Committee (the “NCG Committee”). Mr. Mather did not resign from the Board due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d) On February 14, 2019, the Board, on the recommendation of the NCG Committee, appointed James Treco, as director of the Company, effective immediately. Mr. Treco will serve on the Audit Committee of the Board.

Mr. Treco, age 63, is a Managing Partner at First Chicago Advisors, Inc., a boutique financial advisory firm where he advises executives and boards of directors of a wide range of companies, from global, large-cap companies to emerging companies. He has served in that capacity since 2014 and previously from 2009 to 2012. From 2012 to 2013 Mr. Treco was an investment banker with Gleacher & Company, a company that previously operated an investment banking business, providing corporate and institutional clients with strategic and financial advisory services. Mr. Treco held various positions of increasing responsibility at Salomon Brothers/Citigroup from 1984 to 2008, where he used his extensive experience in the global capital markets to advise a wide range of clients. During his career he has worked with various biotechnology companies. For the past decade, he has been involved with start-up companies affiliated with Dartmouth Hitchcock Medical Center in Hanover, New Hampshire developing intellectual properties, a number of which have been sold and licensed to larger, publicly-traded pharmaceutical companies. Mr. Treco holds a B.A. from Yale University and an M.B.A. from the Stanford University Graduate School of Business. Mr. Treco’s extensive healthcare and investment banking experience were instrumental in his selection as a member of the Board.

The Board awarded Mr. Treco 10,000 stock options, which vest on the Company’s 2019 annual meeting of shareholders and are exercisable at \$1.86 per share.

There are no arrangements or understandings pursuant to which Mr. Treco was appointed as a director, and there are no related party transactions between the Company and Mr. Treco reportable under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing Mr. Treco’s appointment to the Board is furnished as Exhibit 99.01.

Item 9.01 Financial Statements and Exhibits.

(d)	Exhibit No.	Description
	<u>99.01</u>	Press Release date February 19, 2019 issued by the Company

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: February 20, 2019

By: /s/ Bradley Saenger
Bradley Saenger
Chief Financial Officer

Tonix Pharmaceuticals Announces New Board Member, James Treco

NEW YORK, Feb. 19, 2019 (GLOBE NEWSWIRE) — Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP) (Tonix or the Company) today announced the appointment of James Treco to its Board of Directors, effective immediately. Mr. Treco assumes the seat held by Charles Mather, who has stepped down from the position of company director that he has held since 2011.

Seth Lederman, M.D., President and Chief Executive Officer of Tonix commented, “We are pleased to welcome Mr. Treco to the Tonix Board. With his deep expertise in corporate strategy and his financial leadership experience, we welcome the valuable insights and guidance James will bring to Tonix.”

“I am delighted to join the board of this innovative company and I look forward to working with the talented team at Tonix at this exciting time in the Company’s growth,” said Mr. Treco.

“It has been my pleasure to have worked with the board and management team of Tonix these past eight years,” said Mr. Mather. “I wish the team all the best as they continue their important work addressing unmet needs and under-served populations.”

Dr. Lederman commented, “We are grateful for Mr. Mather’s long service and multiple contributions. On behalf of the Board and management, I would like to thank Mr. Mather for his many contributions and dedicated service to Tonix. I wish him continued success in his future endeavors.”

Mr. Treco is a Managing Partner at First Chicago Advisors, Inc., a boutique financial advisory firm where he advises executives and boards of directors of a wide range of companies, from global, large-cap companies to emerging companies. During his career he has worked with various biotechnology companies. For the past decade, he has been involved with start-up companies affiliated with Dartmouth Hitchcock Medical Center in Hanover, NH developing intellectual properties, a number of which have been sold and licensed to larger, publicly-traded pharmaceutical companies. Prior to joining First Chicago Advisors, Mr. Treco was an investment banker with Gleacher & Company that previously operated an investment banking business, providing corporate and institutional clients with strategic and financial advisory services. Mr. Treco held various positions of increasing responsibility at Salomon Brothers/Citigroup, where he used his extensive experience in the global capital markets to advise a wide range of clients. Mr. Treco earned a B.A. from Yale University and an M.B.A. from the Stanford University Graduate School of Business.

About Tonix Pharmaceuticals Holding Corp.

Tonix is a clinical-stage biopharmaceutical company focused on discovering and developing pharmaceutical products to treat serious neuropsychiatric conditions and biological products to improve biodefense through potential medical counter-measures. Tonix is developing Tonmya^{®*}, which is in Phase 3 development and has been granted Breakthrough Therapy designation by the FDA, as a bedtime treatment for PTSD. Tonix is also developing TNX-102 SL as a bedtime treatment for agitation in Alzheimer’s disease under a separate IND to support a Phase 2, potential pivotal, efficacy study and has been designated a Fast Track development program by the FDA for this indication. TNX-601 (tianeptine oxalate) is in the pre-IND application stage, also for the treatment of PTSD but by a unique mechanism and designed for daytime dosing. Phase 1 clinical study of TNX-601 in healthy volunteers will be conducted outside of the U.S. in 2019. Tonix’s lead biologic candidate, TNX-801, is a potential smallpox-preventing vaccine based on a live synthetic version of horsepox virus, currently in the pre-IND application stage.

**Tonmya has been conditionally accepted by the U.S. Food and Drug Administration (FDA) as the proposed trade name for TNX-102 SL (cyclobenzaprine HCl sublingual tablets) for the treatment of PTSD. TNX-102 SL is an investigational new drug and has not been approved for any indication.*

This press release and further information about Tonix can be found at www.tonixpharma.com.

Forward Looking Statements

Certain statements in this press release are forward-looking within the meaning of 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,” “expect,” 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, risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; our 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 substantial competition. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. Tonix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2018, and periodic reports filed with the SEC on or after the date thereof. All of Tonix's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date thereof.

Contacts

Jessica Morris (corporate)
Tonix Pharmaceuticals
investor.relations@tonixpharma.com
(212) 980-9159

Scott Stachowiak (media)
Russo Partners
scott.stachowiak@russopartnersllc.com
(646) 942-5630

Peter Vozzo (investors)
Westwicke Partners
peter.vozzo@westwicke.com
(443) 213-0505
