## 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

(First) ACEUTICALS N AVE., SUIT (Street) 22 (State)	(Middle) HOLDING	Tonix I 3. Date of 02/26/2	Phan of Ea	rmaceut arliest Tr	ansac	ter or Tradi s Holding etion (Mon	Corp	. [TNXP]	x_	Director	(Check	Othe	e) Owner r (specify below)	
ACEUTICALS N AVE., SUIT (Street)	HOLDING E 306	02/26/2	2019	9		ction (Mon	th/Day	Year)				Othe	r (specify below)	
22	(Zip)	4. If Am	endı	ment, Da	_					X Officer (give title below) Other (specify below)  Chief Executive Officer				
	(Zip)	4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Fo	6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person  Form filed by More than One Reporting Person				
		Table I - Non-Derivative Securities Acquired, Disposed of, or B					of, or Benef	ficially Owne	d					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea			2A. Deemed Execution Day (Month/Day		3. Tr	ransaction	4. Se (A) c	curities Acqui or Disposed of :: 3, 4 and 5)	red 5. Amount of So		ecurities Be	neficially 6	6. Ownership of Form:	V. Nature of Indirect Beneficial Ownership
					Co	ode V	Amo	unt (A) or (D)	Price	(I)				nstr. 4)
1. Title of Derivative Conversion Security or Exercise (Month/Day/Year) 3. Transaction Date Execution Date any		(e.g., puts, ca 4. f Transaction Code r) (Instr. 8)		5. Number		quired, Disposed of, or Beneficis, options, convertible securities 6. Date Exercisable and Expiration Date (Month/Day/Year)			cially Owned es) 7. Title and Amount of		8. Price of	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
		Codo	V	(Instr. 3 and 5)			le	Expiration Date	Title	Amount or Number of		(Instr. 4)	(Instr. 4)	
02/26/2019		A	·	ì			20(1)	02/25/2029	Common	23,265	\$ 0 (2)	23,265	D	
02/26/2019		A		23,265		02/26/20	20(1)	02/25/2029	Common	23,265	\$ 0 (2)	23,265	D	
Tat I	Fransaction te onth/Day/Year)	Table II -  Transaction te Execution Date, if any (Month/Day/Year)  02/26/2019	Table II - Derivat (e.g., pu Fransaction te Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8)	Table II - Derivative (e.g., puts, ce.g., pu	Table II - Derivative Securitie (e.g., puts, calls, war  Fransaction te Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Dispose (D) (Instr. 3) and 5)  Code V (A)  (Code V (A)	Table II - Derivative Securities Ac (e.g., puts, calls, warrant (e.g., puts, calls, warrant (any) (Month/Day/Year)    A	Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year)    A	Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversal (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, if Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Date Exercisable  Code V (A) (D)  Date Exercisable  Code V (A) (D)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially of Code  Tansaction Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Code (V) (A) (D)  (Date Exercisable Expiration Date (Month/Day/Year)  (Date Exercisable Date (Month/Day/Year)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction (Code (A) or Disposed of (D) (Instr. 3, 4, and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable (Instr. 3 and 5)  Date Expiration Date (Instr. 3) Date Exercisable (Instr. 3) Date Exercisable (Instr. 3) Date (Instr. 3)	rate line for each class of securities beneficially owned directly or indirectly.    Persons who respond to the collection of in this form are not required to respond displays a currently valid OMB control in this form are not required to respond of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond displays a currently valid OMB control in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of in this form are not required to respond to the collection of 6. Date Exercisable and Expiration Date (Month/Day/Year)    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)   Fransaction   Date   Expiration Date   Date   Expiration   Date   Date   Expiration   Date   Date	rate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of informal in this form are not required to respond unless the displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Fransaction (e.g., puts, calls, warrants, options, convertible securities)  A. S. Number of Code (Instr. 8)  Execution Date, if any (Month/Day/Year)  (Instr. 8)  Expiration Date (Instr. 3 and 4)  Date Expiration Date (Instr. 3 and 4)  Date Expiration Date (Instr. 3)  Expiration Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr. 3)  Date (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Code (Instr. 3)  Date (Instr. 3)  Amount or Number of Shares  Date (Instr. 3)  Date (Instr	rate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contain in this form are not required to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction to the Execution Date, if Transaction of 200 (Instr. 8)  Expiration Date (Instr. 3 and 4)  (Instr. 3 and 4)  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 3)  Date Exercisable Expiration Date (Instr. 4)  Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D)  Code V (A) (D)  Date Exercisable Expiration Date (Instr. 4)  Code V (A) (D)  Cod	rate 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.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   S. Number of Derivative Securities (Month/Day/Year)   S. Securities (Month/Day/Year)   S. Securities (Month/Day/Year)   S. Securities (Month/Day/Year)   Securities (Instr. 3)   S. Security (Instr. 3)   Derivative Securities (Instr. 3)   Derivative Securities (Instr. 4)   Derivative Security (In

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
LEDERMAN SETH C/O TONIX PHARMACEUTICALS HOLDING CORP. 509 MADISON AVE., SUITE 306 NEW YORK, NY 10022	X		Chief Executive Officer			

### **Signatures**

/s/ Seth Lederman	02/27/2019
Signature of Reporting Person	Date

#### **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 2018 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.