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): May 3, 2019

TONIX PHARMACEUTICALS HOLDING CORP.
(Exact name of registrant as specified in its charter)

Nevada	**001-36019**	**26-1434750**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

509 Madison Avenue, Suite 1608, 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.

(d) On May 6, 2019, the Directors (the "Board") of Tonix Pharmaceuticals Holding Corp. (the "Company"), on the recommendation of its Nominating and Corporate Governance Committee, appointed Daniel Goodman, M.D. as director of the Company, effective immediately.

Dr. Goodman, age 57, is President of The Midtown Practice for Psychiatry PC, a group practice of mental health professionals, which he co-founded in 2017, and Chief Executive Officer of Riverside Pharmaceuticals, a drug discovery company, which he founded in 2012. Dr. Goodman co-founded PsychoGenics Inc., a preclinical neuropharmacology company, in 1998, was its Chief Executive Officer from 1998 to 2000, and has served on its Board of Directors since 2000. Dr. Goodman graduated from Harvard Medical School and earned an M.B.A. from Columbia Business School.

In connection with his appointment to the Board, the Board awarded Dr. Goodman 30,000 stock options, which vest on the first anniversary of issuance and are exercisable at $2.05 per share.

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

A copy of the press release announcing Dr. Goodman's appointment to the Board is filed as Exhibit 99.01 to, and incorporated by reference in, this report.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 3, 2019, the Company filed a Certificate of Amendment to its Articles of Incorporation, as amended, with the Secretary of State of the State of Nevada to increase the number of authorized shares of the Company's common stock from 15,000,000 to 150,000,000 shares (the "Charter Amendment").

As disclosed in Item 5.07 of this Current Report on Form 8-K, the Charter Amendment was approved by the Company's shareholders at the 2019 annual meeting of shareholders held on May 3, 2019. The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is filed as Exhibit 3.01 to this Current Report on Form 8-K and incorporated in this Item 5.03 by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 3, 2019, the Company held its annual meeting of shareholders, at which the Company's shareholders approved seven proposals. Shareholders representing 3,745,986 shares, or 79.64%, of the common shares outstanding as of the March 7, 2019 record date were represented at the meeting by proxy. The proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on March 18, 2019, pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

Proposal 1

The Company's shareholders elected eight individuals to the Board of Directors as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes
Seth Lederman	744,270	103,681	2,898,035
Margaret Smith Bell	725,839	122,112	2,898,035
David Grange	722,689	125,262	2,898,035
Patrick Grace	733,746	114,205	2,898,035
Donald W. Landry	735,707	112,244	2,898,035
Adeoye Olukotun	732,575	115,376	2,898,035
James Treco	733,580	114,371	2,898,035
John Rhodes	736,241	111,710	2,898,035

Proposal 2

The Company's shareholders ratified the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,494,418	216,619	34,949	0

Proposal 3

The Company's shareholders approved the Tonix Pharmaceuticals Holding Corp. 2019 Stock Incentive Plan, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
682,436	151,764	13,751	2,898,035

Proposal 4

The Company's shareholders approved the Tonix Pharmaceuticals Holding Corp. 2019 Employee Stock Purchase Plan, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
724,961	110,574	12,416	2,898,035

Proposal 5

The Company's shareholders approved of an amendment to the Company's Articles of Incorporation, as amended, to increase the Company's authorized shares of common stock from 15,000,000 to 150,000,000, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,855,679	843,180	47,125	0

Proposal 6

The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
695,330	140,894	11,727	2,898,035

Proposal 7

The Company's shareholders approved, on an advisory basis, a three-year frequency with which the Company should conduct future shareholder advisory votes on named executive officer compensation, as set forth below:

One Year	Two Years	Three Years	Broker Non-Votes
368,035	14,835	436,458	2,898,035

Item 9.01 **Financial Statements and Exhibits.**

(d)

Exhibit No.	Description.
3.01	Certificate of Amendment to Tonix Pharmaceuticals Holding Corp.'s Articles of Incorporation, as amended, filed with the Secretary of State of the State of Nevada on May 3, 2019
99.01	Press Release dated May 8, 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: May 8, 2019

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

Exhibit 99.01

Tonix Pharmaceuticals Announces New Board Member, Daniel Goodman, M.D., MBA

NEW YORK, May 8, 2019 (GLOBE NEWSWIRE) -- Tonix Pharmaceuticals Holding Corp. (Nasdaq: TNXP) (Tonix) today announced the appointment of Daniel Goodman, MD, MBA to its Board of Directors, effective May 6, 2019.

Dr. Seth Lederman, Chief Executive Officer of Tonix commented, “We are pleased to welcome Dr. Goodman to the Tonix Board, as he brings 20 years of biopharmaceutical research and development leadership experience that will be invaluable to Tonix as we grow the company. We have benefitted from Dr. Goodman’s service on our Scientific Advisory Board since 2010. We look forward to the insights Dr. Goodman will bring to the Board.”

“It’s a pleasure to join a company with such a strong sense of purpose and a dedicated and experienced management team,” said Dr. Goodman. “I hope to offer a unique perspective to Tonix’s board and management team.”

Dr. Goodman served as a member of Tonix’s Scientific Advisory Board from 2010 until his appointment to the Board. Dr. Goodman is Chief Executive Officer and Founder of Riverside Pharmaceuticals, LLC which focuses on drug repurposing for treatments of neuropsychiatric diseases. He serves on the Board of Directors of PsychoGenics, Inc., a leading neuroscience drug discovery company with a proprietary, high throughput, informatics-driven platform for evaluating compounds for CNS disorders which it has partnered with several major pharmaceutical companies. PsychoGenics and its pharmaceutical partners have advanced multiple drugs into clinical trials which were either discovered or repurposed using its proprietary platforms. Dr. Goodman served as cofounder and CEO of PsychoGenics 1998-2000. Dr. Goodman practices psychiatry in New York City and Greenwich, CT at a practice that he founded in 2003 and which specializes in psychopharmacology, and is also President and cofounder of The Midtown Practice for Psychiatry, a group psychopharmacology and psychotherapy practice. Dr. Goodman is a Board-Certified psychiatrist and has served as a clinical assistant professor of psychiatry at Weill Cornell Medical College since 2006. Dr. Goodman was also cofounder and President of Resolvyx Pharmaceuticals which developed potential treatments for inflammation. Dr. Goodman earned an MBA from Columbia University, a medical degree from Harvard Medical School and a Diploma in Mathematic Statistics from Cambridge University, which he attended as a Churchill Fellow, after graduating from Yale College Summa cum Laude in Mathematics.

About Tonix Pharmaceuticals Holding Corp.

Tonix is a clinical-stage biopharmaceutical company focused on discovering and developing pharmaceutical products to treat psychiatric and pain conditions, and biological products to improve biodefense through potential medical counter-measures. Tonix’s lead program is for the development of Tonmya* (TNX-102 SL), which is in Phase 3 development as a bedtime treatment for PTSD. Tonix is also developing TNX-102 SL as a bedtime treatment for fibromyalgia and agitation in Alzheimer’s disease under separate INDs to support potential pivotal efficacy studies. The fibromyalgia program is in Phase 3 development and the agitation in Alzheimer’s program is Phase 2 ready. The agitation in Alzheimer’s disease IND has been designated a Fast Track development program by the FDA. TNX-601 (tianeptine oxalate) is in the pre-IND application stage, also for the treatment of PTSD but by a different mechanism from TNX-102 SL and designed for daytime dosing. TNX-601 is also in development for a potential indication - neurocognitive dysfunction associated with corticosteroid use. A Phase 1 clinical formulation selection pharmacokinetic study of TNX-601 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 atwww.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.

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