

**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 1, 2020

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 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	TNXP	The NASDAQ Global Market

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

On May 1, 2020, the Company held its annual meeting of shareholders, at which the Company's shareholders approved four proposals. Shareholders representing 16,746,718 shares, or 48.29%, of the common shares outstanding as of the March 2, 2020 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 30, 2020, pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

Proposal 1

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

Name	Votes For	Votes Withheld	Broker Non-Votes
Seth Lederman	4,358,308	674,120	11,714,290
Margaret Smith Bell	4,420,732	611,696	11,714,290
Daniel Goodman	4,342,158	690,270	11,714,290
David Grange	4,312,518	719,910	11,714,290
Adeoye Olukotun	4,336,304	696,124	11,714,290
James Treco	4,378,698	653,730	11,714,290
John Rhodes	4,333,100	699,328	11,714,290

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, 2020, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,306,259	558,396	882,063	0

Proposal 3

The Company's shareholders approved the Tonix Pharmaceuticals Holding Corp. Amended and Restated 2020 Stock Incentive Plan, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,995,179	676,196	361,053	11,714,290

Proposal 4

The Company's shareholders approved the Tonix Pharmaceuticals Holding Corp. 2020 Employee Stock Purchase Plan, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,271,723	363,367	397,338	11,714,290

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 1, 2020

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