

**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 7, 2021

**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.)

26 Main Street, Chatham, New Jersey 07928  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (862) 904-8182

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))

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

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

On May 7, 2021, the Company held its annual meeting of shareholders, at which the Company's shareholders approved two proposals. Shareholders representing 134,017,009 shares, or 41.37%, of the common shares outstanding as of the March 12, 2021 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 31, 2021, 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:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Seth Lederman	32,407,799	2,964,251	98,644,959
Richard Bagger	32,382,904	2,989,146	98,644,959
Margaret Smith Bell	32,430,608	2,941,442	98,644,959
Daniel Goodman	32,259,698	3,112,352	98,644,959
David Grange	32,411,466	2,960,584	98,644,959
Adeoye Olukotun	32,387,795	2,984,255	98,644,959
James Treco	32,061,496	3,310,554	98,644,959

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, 2021, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
129,773,708	2,025,794	2,217,507	0

**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 7, 2021

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

---