

**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): March 3, 2022**

**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 Capital 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On March 3, 2022, Tonix Pharmaceuticals Holding Corp. (the "Company") received approval from the Listing Qualifications Department of The Nasdaq Stock Market ("Nasdaq") to transfer the listing of the Company's common stock from the Nasdaq Global Market to the Nasdaq Capital Market (the "Approval"). As a result of the Approval, the Company has been granted an additional 180-day grace period, or until August 29, 2022, to regain compliance with the Minimum Bid Price Requirement.

As previously reported, on September 3, 2021, the Company received a letter (the "Notice") from Nasdaq advising the Company that for 30 consecutive trading days preceding the date of the Notice, the bid price of the Company's common stock had closed below the \$1.00 per share minimum required for continued listing on the Nasdaq Global Market under Nasdaq Listing Rule 5450(a)(1) (the "Minimum Bid Price Requirement"). The Notice stated that the Company had 180 days, or until March 2, 2022, to demonstrate its compliance with the Minimum Bid Price Requirement. In response, the Company filed an application to transfer the listing of its common stock from the Nasdaq Global Market to the Nasdaq Capital Market.

The Company's common stock was transferred to the Nasdaq Capital Market effective as of March 3, 2022, and will continue to trade under the symbol "TNXP." The Nasdaq Capital Market operates in substantially the same manner as the Nasdaq Global Market, but with less stringent listing requirements, although listed companies must meet certain financial requirements and comply with Nasdaq's corporate governance requirements.

To regain compliance with the Minimum Bid Price Requirement and qualify for continued listing on the Nasdaq Capital Market, the minimum bid price per share of the Company's common stock must be at least \$1.00 for at least ten consecutive business days during the additional 180-day grace period. If the Company does not regain compliance during this additional grace period, its common stock would be subject to delisting by Nasdaq. As part of its transfer application, the Company notified Nasdaq that if it does not regain compliance with the Minimum Bid Price Requirement during the additional grace period, it will implement a reverse stock split, if necessary. If the Company's stock becomes subject to delisting as a result of the Company's failure to regain compliance with the Minimum Bid Price Requirement by August 29, 2022, the Company may appeal the decision to a Nasdaq Hearings Panel. In the event of an appeal, the Company's common stock would remain listed on the Nasdaq Capital Market pending a written decision by the Nasdaq Hearings Panel following a hearing. In the event that the Nasdaq Hearings Panel determines not to continue the Company's listing and the Company's common stock is delisted from The Nasdaq Capital Market, the Company's common stock may trade on the OTC Bulletin Board or other small trading markets, such as the pink sheets.

*Forward-Looking Statements*

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Private Securities Litigation Reform Act, as amended, including those relating to the listing of the Company's common stock. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management's current beliefs and assumptions.

These statements may be identified by the use of forward-looking expressions, including, but not limited to, "expect," "anticipate," "intend," "plan," "believe," "estimate," "potential," "predict," "project," "should," "would" and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company's filings with the SEC. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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**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: March 4, 2022

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

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