

**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): December 13, 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 13, 2022, Tonix Pharmaceuticals Holding Corp. (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 150,000,000 to 1,000,000,000 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 a special meeting of shareholders held on December 13, 2022 (the “Special Meeting”). 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.**

The Company’s shareholders approved two proposals at the Special Meeting. Shareholders representing (i) 26,343,955 shares, or 46.2%, of the Company’s common stock, each of which is entitled to one vote per share, (ii) 1,400,000 shares of the Company’s Series A Convertible Redeemable Preferred Stock (the “Series A”), each of which is entitled to 10 votes per share, for an aggregate of 14,000,000 votes, and (iii) 100,000 shares of the Company’s Series B Convertible Redeemable Preferred Stock (the “Series B”), each of which is entitled to 2,500 votes per share, for an aggregate of 250,000,000 votes, outstanding as of the October 28, 2022 record date were represented at the Special Meeting by proxy. The holders of the Series A have agreed to vote in favor of the Charter Amendment, and the holders of the Series B have agreed to vote in a manner that mirrors the vote of the common stock and Series A. The proposals are described in detail in the Company’s proxy statement filed with the Securities and Exchange Commission on November 7, 2022, pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

Proposal 1

The Company’s shareholders approved an amendment to the Company’s Articles of Incorporation, as amended, to increase the Company’s authorized shares of common stock from 150,000,000 to 1,000,000,000, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
242,748,061	46,849,004	746,889	N/A

Proposal 2

The Company’s shareholders approved a proposal for the adjournment of the Special Meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes to approve Proposal 1, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,060,382	5,967,057	316,516	N/A

**Item 9.01 Financial Statements and Exhibits.**

(d)	Exhibit No.	Description.
	<a href="#">3.01</a>	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 December 13, 2022
	104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: December 13, 2022

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

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**BARBARA K. CEGAVSKE**  
*Secretary of State*

**KIMBERLEY PERONDI**  
*Deputy Secretary for  
Commercial Recordings*

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

*Commercial Recordings Division*

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Carson City, NV 89701  
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North Las Vegas, NV 89030  
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**Certified Copy**

**Work Order Number:** W2022121300520 12/13/2022 10:45:26 AM  
**Reference Number:** 20222811811  
**Through Date:** 12/13/2022 10:45:26 AM  
**Corporate Name:** TONIX PHARMACEUTICALS  
HOLDING CORP.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20222811803	Amendment After Issuance of Stock	3



Certified By: Becky Skretta  
Certificate Number: B202212133226388  
You may verify this certificate online  
at <http://www.nvsos.gov>

Respectfully,

BARBARA K. CEGAVSKE  
Nevada Secretary of State



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0792182007-8
Secretary of State State Of Nevada	Filing Number 20222811803
	Filed On 12/13/2022 10:13:00 AM
	Number of Pages 3

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: Tonix Pharmaceuticals Holding Corp.
	Entity or Nevada Business Identification Number (NVID): E0792182007-8
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <b>More than 50%</b>  <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ _____

\* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

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**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>4. Effective Date and Time:</b> (Optional)	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
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<b>5. Information Being Changed:</b> (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <input type="text" value="Article IV has been amended as set forth below and on Annex A."/> (attach additional page(s) if necessary)
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<b>6. Signature:</b> (Required)	X <u><i>Robay</i></u> <input type="text" value="CFO"/> Signature of Officer or Authorized Signer Title  X _____ <input type="text"/> Signature of Officer or Authorized Signer Title *If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.
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**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

Article IV has been amended to increase the authorized shares of common stock to 1,000,000,000. The complete text of Article IV, as amended, is as follows:

IV. AUTHORIZATION OF CAPITAL STOCK: The Corporation is authorized to issue two classes of stock. One class of stock shall be Common Stock, par value \$0.001. The second class of stock shall be Preferred Stock, par value \$0.001.

(continues on Annex A)

**TONIX PHARMACEUTICALS HOLDING CORP.  
CERTIFICATE OF AMENDMENT**

**ANNEX A**

The Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the board of directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the board of directors.

The total number of shares of stock of each class which the Corporation shall have authority to issue and the par value of each share of each class of stock are as follows:

<u>Class</u>	<u>Par Value</u>	<u>Authorized Shares</u>
Common	\$0.001	1,000,000,000
Preferred	\$0.001	<u>5,000,000</u>
		Total: 1,005,000,000