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 14, 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 \Box

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 7.01 Regulation FD Disclosure.

Tonix Pharmaceuticals Holding Corp. (the "Company") updated its investor presentation, which is used to conduct meetings with investors, stockholders and analysts and at investor conferences, and which the Company intends to place on its website, which may contain nonpublic information. A copy of the presentation is filed as Exhibit 99.01 hereto and incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.01 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the United States Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the United States Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

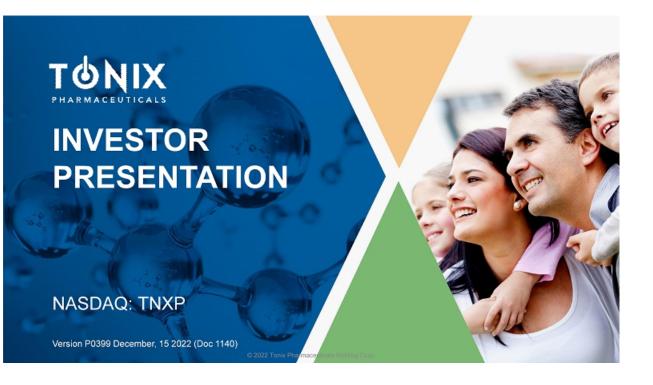
(d)	Exhibit	
_	No.	Description.
	<u>99.01</u>	Corporate Presentation by the Company for December 2022
	104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
		-

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.

By: <u>/s/ Bradley Saenger</u> Bradley Saenger Chief Financial Officer



Cautionary Note on Forward-Looking Statements

Certain statements in this presentation regarding strategic plans, expectations and objectives for future operations or results are "forward-looking statements" as defined by 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" 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, the risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; delays and uncertainties caused by the global COVID-19 pandemic; risks related to the timing and progress of clinical development of our product candidates; 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. The forward-looking statements in this presentation are made as of the date of this presentation, even if subsequently made available by Tonix on its website or otherwise. Tonix does not undertake an obligation to update or revise any forward-looking statement, except as required by law. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the Securities and Exchange Commission (the "SEC") on March 14, 2022, and periodic reports and current 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



Who We Are

OUR MISSION

Tonix Pharmaceuticals is committed to improving population health by inventing and developing innovative therapies and vaccines, through broad in-house capabilities and creative collaborations, to help address important unmet needs.

OUR VISION

Tonix strives to be a leader in providing **novel drug therapies and** vaccines to improve population health around the world.

© 2022 Tonix Pharmaceuticals Holding Corp.

τώΝι)

τϣΝΙ>

Investment Highlights



DIVERSE PIPELINE

Tonix's core focus is on **central nervous system** disorders, but we also target unmet needs across multiple therapeutic areas including **immunology**, **infectious disease** and **rare disease**.



IN-HOUSE CAPABILITIES

Investment in domestic, in-house, R&D and manufacturing to accelerate development timelines and improve the ability to respond to pandemics.



STRATEGIC PARTNERSHIPS

Partnering strategically with other **biotech companies**, **world-class academic and non-profit** research organizations to bring innovative therapeutics to market faster.



FINANCIAL POSITION

Tonix had \$140 M of cash as of 9/30/22. Tonix has no debt.

Pipeline: Key Programs

Candidates*	Indication	Status/Next Milestone
TNX-102 SL ¹	Fibromyalgia (FM) Posttraumatic Stress Disorder (PTSD) Long COVID (PASC ²)	Mid-Phase 3 Phase 2, Targeted 1Q 2023 Start Phase 2
TNX-13003	Cocaine Intoxication FDA Breakthrough Designation	Mid-Phase 2, Targeted 1Q 2023 Start
TNX-19004	Migraine, Craniofacial Pain and Binge Eating Disorder	Phase 2, Targeted 1Q 2023 Start ⁵
TNX-601 ER	Depression, PTSD, Neurocognitive Dysfunction from Steroids	Phase 2, Targeted 1Q 2023 Start ⁶
TNX-16007	Depression, PTSD and ADHD	Preclinical
TNX-2900 ⁹	Prader-Willi Syndrome FDA Orphan Drug Designation	Preclinical
TNX-15009	Organ Transplant Rejection/ Autoimmune Conditions	Phase 1, Targeted 1H 2023 Start
TNX-170010	Gastric and colorectal cancers	Preclinical
TNX-80111	Smallpox and monkeypox vaccine	Phase 1, Targeted 2H 2023 Start
TNX-185012	COVID-19 Vaccine (horsepox-based live virus vaccine)	Preclinical
TNX-230018	COVID-19 Vaccine	Preclinical
TNX-360014	COVID-19 Therapeutic Platform (monoclonal antibodies)	Preclinical
TNX-370015	COVID-19 Vaccine (zinc nanoparticle mRNA technology)	Preclinical



TNX-102 SL*

Cyclobenzaprine (Protectic[®])

Pipeline in a Product

A unique, sublingual formulation of cyclobenzaprine designed to optimize delivery and absorption

Potent binding and antagonist activities at the serotonin-5-HT2A, α 1-adrenergic, histaminergic-H1, and muscarinic-M1 receptors to facilitate restorative sleep

Innovative and proprietary PROTECTIC[®] Rapid drug exposure following nighttime administration

Differentiators:

- Relative to Oral Cyclobenzaprine
- Lower daytime exposure
- Avoids first-pass metabolism
- Reduces risk of pharmacological interference from major metabolite

Relative to Standard of Care

Potential for better tolerability while maintaining efficacy

Fibromyalgia

Status: Mid-Phase 3

- · One positive Phase 3 study (RELIEF) completed
- Second Phase 3 study (RALLY) missed primary endpoint
- · Confirmatory Phase 3 study (RESILIENT) is currently enrolling

Next Steps: Interim analysis results expected 2Q 2023

Long COVID

als Holding Corp

Status: Phase 2

· Phase 2 study (PREVAIL) is currently enrolling

Next Steps: Interim analysis results expected 3Q 2023

Posttraumatic Stress Disorder (PTSD)

Status: Mid-Phase 2

- · One Phase 2 study (AtEase) completed
- · Two Phase 3 studies (HONOR, RECOVERY) conducted

τϣνιχ

τϣνιχ

CNS PORTFOLIO

Next Steps: Initiate Phase 2 trial 1Q 2023



X-102 SL has not been approved

TNX-102 SL*: Fibromyalgia Cyclobenzaprine Protectic[®] Sublingual Tablets

PROFILE

Fibromyalgia (FM) is a chronic pain disorder resulting from amplified sensory and pain signaling within the CNS

- Afflicts an estimated 6-12 million adults in the U.S., approximately 90% of whom are women¹
- Symptoms include chronic widespread pain, nonrestorative sleep, fatigue, and cognitive dysfunction
- Patients struggle with daily activities, have impaired quality of life, and frequently are disabled
- Physicians and patients report common dissatisfaction with currently marketed products

When the check engine light malfunctions, the light is on even though the car is not malfunctioning

Patents Issued

¹American Chronic Pain Association (www.theacpa.org, 2019)

DEVELOPMENT PROGRAM Market Entry: Fibromyalgia

Additional Indications: Long COVID, PTSD, Agitation in Alzheimer's, Alcohol Use Disorder

Status: One Positive Phase 3 study RELIEF completed

Second Phase 3 study RALLY missed primary endpoint

Confirmatory Phase 3 study RESILIENT is currently enrolling

Next Steps: Interim analysis results expected 2Q 2023

TNX-102 SL has not been approved for any indication

Phase 3 RESILIENT Study Design

General study characteristics:

- · Randomized, double-blind, placebo-controlled study in fibromyalgia
- U.S. sites only, expected to enroll approximately 470 patients
- · One unblinded interim analysis based on 50% of randomized participants

Primary Endpoint:

٠

- Daily diary pain severity score change from baseline to Week 14 (TNX-102 SL vs. placebo)
 - Weekly averages of the daily numerical rating scale scores
 - · Analyzed by mixed model repeated measures with multiple imputation (MMRM with MI)



NS PORTFOLIO

TNX-102 SL*: Long COVID (PASC) Cyclobenzaprine Protectic[®] Sublingual Tablets **CNS PORTFOLIO** PROFILE DEVELOPMENT PROGRAM Market Entry: Fibromyalgia-Type Long Occurs in approximately 13% of recovered COVID-19 patients1 COVID (PASC) · As many as 40% of Long COVID patients experience multi-site pain, a hallmark of fibromyalgia2,3 Additional Indications: Fibromyalgia, PTSD, Agitation in Alzheimer's, Alcohol Use Disorder Fattore Status: Phase 2 study PREVAIL is currently enrolling disturbances Next Steps: Interim analysis results expected 3Q 2023 *TNX-102 SL has not been approved for any indication Patents Issued September 1, 2022- CDC - https://www.cdc.gov/corenavirus/2019-ncovflorg-term-effects/index.html Hamis, H. et al. Torix data on file, 2022 Tabular de-ut-til τϣνιχ © 2022 Tonix Pharmaceuticals Holding Corp.

Phase 2 PREVAIL Study Design

General study characteristics:

- Randomized, double-blind, placebo-controlled study in fibromyalgia-type Long COVID •
- Approximately 30 sites in the U.S. and is expected to enroll approximately 470 patients ٠
- ٠ One unblinded interim analysis based on 50% of randomized participants

Primary Endpoint:

- Daily self-reported worst pain intensity change from baseline at Week 14 (TNX-102 SL vs. placebo)
 - Weekly averages of the daily numerical rating scale scores
 - Analyzed by mixed model repeated measures with multiple imputation (MMRM with MI)



TNX 102 SL*: Posttraumatic Stress disorder (PTSD) Cyclobenzaprine Protectic[®] Sublingual Tablets

PROFILE

PTSD is a serious chronic psychiatric illness

· Defined as maladaptive prolonged stress response which occurs after experiencing severely injurious traumatic event(s)

Affects approximately 12 million Americans adults^{1,2}

Large unmet clinical need and limited effective therapies available

· Advances in pharmacological treatments beyond the currently approved SSRIs (e.g., Zoloft® (sertraline), Paxil® (paroxetine)) are needed3

Market Entry: PTSD

DEVELOPMENT PROGRAM

Additional Indications: Fibromyalgia, Long COVID, Agitation in Alzheimer's, Alcohol Use Disorder

Status: One Phase 2 study (AtEase) completed

Two Phase 3 studies (HONOR, RECOVERY) conducted

Next Steps: 1Q 2023 Initiate Phase 2 Trial

NS PORTFOLIO

CNS PORTFOLIO

τϣνιχ

Patents Issued

*TNX-102 SL has not been approved for any indication

 Goldstein RB, et al. The epidemiologic 30 USM-5 posttraumatic stress disorder in the United States; results from the National Epidemiologic 30/ver and Related Conditions-III. Sice Psychiatry Psychiatr Epidemiol. 2016;31(3):1137-1148.
 Prevalence and Ask Leomotebic of full and partial posttraumatic stress disorder in the United States; results from Wave 2 of the National Epidemiologic Survey on Alcohol and Related Conditions. J Andely Disord. 2011;25(3):459-455 © 2022 Tonix: Pharmaceuticals Holding Corp. ⁵Gain, C. K., et al. Targeting memory processes with drugs to prever or cure PTSD. Expert Opin Investig Drugs. 2012; 21(9), 1323-1350

TNX-1300*: Cocaine Intoxication Cocaine Esterase (CocE)

PROFILE

Cocaine is the main cause for drug-related ED visits¹ CocE is a recombinant protein that degrades cocaine in the bloodstream

- Rapidly reverses physiologic effects of cocaine
- Drops plasma exposure by 90% in 2 minutes

Differentiators: Rapidly metabolizes cocaine in the bloodstream; no other product currently on the market for this indication



DEVELOPMENT PROGRAM

Market Entry: Cocaine Intoxication

Status: Mid-Phase 2

Next Steps: Initiate new Phase 2 1Q 2023 pending FDA agreement

IS PORTFOLIO

CNS PORTFOLIO

τϣΝΙ)

 Single-blind, placebo (+ usual care) controlled, randomized, potentially pivotal study

FDA Breakthrough Therapy Designation

Awarded Cooperative Agreement Grant from National Institute on Drug Abuse (NIDA)

Patents Issued

¹Havakuk O et al. J Am Coll Cardiol. 2017;70:101-113. ED = emergency department.

© 2022 Tonix Pharmaceuticals Holding Corp. *TNX-1300 has not been approved for any indication.

TNX-601 ER*: Depression Tianeptine Hemioxalate Extended-Release Tablets

PROFILE

- · A novel, oral, extended-release once-daily tablet
- Indirectly modulates the glutamatergic system
 Treatment effect of tianeptine in depression is wellestablished

Differentiators:

- Relative to Tianeptine IR:
- Once daily dosing

Relative to traditional anti-depressants:

- Unique mechanism of action
- Tianeptine sodium IR has similar efficacy but fewer side effects than traditional anti-depressants

Patents Issued

AMPA=a-amino-3-hydroxy-5-methyl-4-isoxazolepropionic acid; MAQI=monoamine oxidase inhibitors; NMDA=N-methyl-D-aspartate

© 2022 Tonix Pharmaceuticals Holding Corp

DEVELOPMENT PROGRAM

Market Entry: Major Depressive Disorder

Additional Indications: PTSD, Neurocognitive Disorder From Corticosteroids

Status: Phase 2 ready

Next Steps: Initiate a Phase 2 potentially pivotal study 1Q 2023

- Double-blind, placebo-controlled, parallel-group, randomized,
- Expected to enroll approximately 300 patients across 30 sites in the US

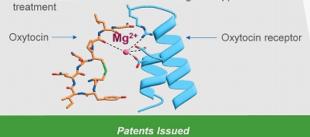
*TNX-601 ER has not been approved for any indication.

TNX-1900*: Migraine Intranasal Potentiated Oxytocin (OT) with Magnesium

PROFILE

- Intranasal OT has potential utility in treating migraine¹
- Magnesium is known to potentiate the binding of OT to its . receptor^{2,3}
- One billion individuals worldwide suffer from migraines .

Differentiator: Novel non-CGRP antagonist approach to



DEVELOPMENT PROGRAM

Market Entry: Chronic Migraine

Additional Indications: Acute Migraine, Craniofacial Pain, Insulin Resistance, Binge Eating Disorder

Status: Phase 2 ready4

Next Steps: 1Q 2023 Initiate Phase 2 Trial and Investigator Initiated Phase 2 Trial in Binge Eating Disorder

NS PORTFOLIO

TONIX

*TNX-1900 has not been approved for any indication CGRP = calcitonin gene-related peptide.

17zabazis A, et al. Oxylocin and Migraine Headsche. Headsche. 2017 May;57 Suppl 2:64-76. doi: 10.1111/head.13082. PMID: 28445846. "Antoni FA, Cloadio SE, Essential role of magnesium in orptoon-receptor affinity and ligand specificity, Biochem. J. 1989. Am 15, 2572(2):611-4. doi: 10.1042/bj2570611. PMID: 2539090; PMCID: PMC1135023. "Maynerout, J. Lo, *et al.* The orptoon-insignating comprise reveals an advective synthemic transformation of the orpto-transformation and the orptoon-insignation comprise reveals and synthemic transformation of the orpto-transformation of the orpho-transformation of the orpho-trans



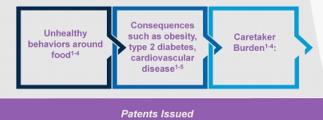
TNX-2900*: Hyperphagia in Prader-Willi Syndrome Intranasal Potentiated Oxytocin (OT) with Magnesium

PROFILE

Prader-Willi Syndrome is the most common genetic cause of life-threatening childhood obesity

- Rare disease occurring in 1 in 10,000 to 1 in 30,000 births
- Differentiator: No approved therapeutic currently on the market for hyperphagia in PWS

Dangers of PWS Hyperphagia:



*TNX-2900 is in the pre-IND stage of development and has not been approved for any indication

DEVELOPMENT PROGRAM

Syndrome

Conditions

Status: Pre-IND

Market Entry: Hyperphagia in Prader-Willi

Additional Indications: Rare Hyperphagia

Next Steps: IND preparation

RARE DISEASE PORTFOLIO

τόΝΙΧ



TNX-1500*

Next Generation α -CD40 Ligand (CD40L) Antibody

The CD40-CD40L pathway is a pivotal immune system modulator and a well-established and promising treatment target

Differentiators: Expected to deliver efficacy without compromising safety

First Generation: Development halted due to thromboembolic (TE) complications—blood clots—traced to Fc gamma receptor (FcyR)

Second Generation: Eliminated the FcyR TE complication but potency and half life was reduced, limiting utility

Third Generation (TNX-1500): Re-engineered to better modulate the binding of FcγR while preserving FcRn function.

TNX-1500 is in the pre-IND stage of development and has not been approved for any indication. Patents filed



Prevention of Allograft Rejection Status: Preclinical · Collaborations ongoing with Mass General Hospital on heart and kidney transplantation in non-human primates Next Steps: Initiate Phase 1 study 1H 2023 Autoimmune Disease Status: Potential future indication These indications require large studies, but represent large target markets SELECTIVELY MODIFIED anti-CD40LAB Ruplizumab full Fab Mutated FcyRbinding region FcyR-modulated Fc region FcRn-binding region

Contains the full ruplizumab Fab and the engineered Fc region that modulates FcyR-binding, while preserving FcRn function. als Holding Carp.

TONIX

TONIX

IMMUNOLOGY PORTFOLIO

TNX-1700*: Gastric and Colorectal Cancers Recombinant Trefoil Factor 2 (rTFF2) Fusion Protein

Potential New Cancer Treatment

- TNX-1700 (rTFF2) has effects on cancer by altering the tumor micro-environment
- Mechanism of action: suppresses myeloid-derived suppressor cells and activates anti-cancer CD8+ T cells
- Potential synergy with anti-PD-1 or anti-PD-L1 monoclonal antibodies (mAbs)

Preclinical Evidence for Inhibiting Growth of Cancer Cells

 Data showed that TFF2-CTP augmented the efficacy of mAb anti-PD-1 therapy. Anti-PD-1 in combination with TFF2-CTP showed greater anti-tumor activity in PD-L1overexpressing mice

Licensed from Columbia University

 Developing in partnership under sponsored research agreement

Patents Filed

DEVELOPMENT PROGRAM

Market Entry: Immuno-oncology, combination therapy with PD1 blockers for gastric and colorectal cancer

Status: Preclinical

Next Steps: Animal studies ongoing

Differentiator: No product yet identified consistently augments PD1 effects on cold tumors

*TNX-1700 is in the pre-IND stage of development and has not been approved for any indication.



TNX-801 & TNX-1850*

Recombinant Pox Vaccine (RPV)

Differentiators:

- Live virus vaccines are the most established vaccine technology
 - Starting with Edward Jenner's smallpox vaccine, the first vaccine, which eradicated smallpox
 - Prevents forward transmission
 - Effective in eliciting durable or long
- · Economical to manufacture at scale
 - Low dose because replication amplifies dose in vivo
 - Single shot administration
- Standard refrigeration required for shipping and storage

*TNX-801 and TNX-1800 are in the pre-IND stage of development and has not been approved for any indication. Patents filed Norce RS, et al. Construction of an infectious horsepox virus vaccine from chemically synthesized DNA fragments. PLoS One. 2016. Jun 193(1) e018643. Filmman, Z. Endpoints March 2, 2022 (https://endpis.com/weaker-omicron-variant-is-great-news-for-the-world-but-Rad-invesfor-most instead-interest Initian-



Monkeypox and Smallpox Vaccine

- Status: Preclinical
 - TNX-801 is a cloned version of horsepox¹ (without any insert) purified from cell culture

Next Steps: Developing GMP manufacturing; Initiate Phase 1 Trial 2H 2023

COVID-19 Vaccine

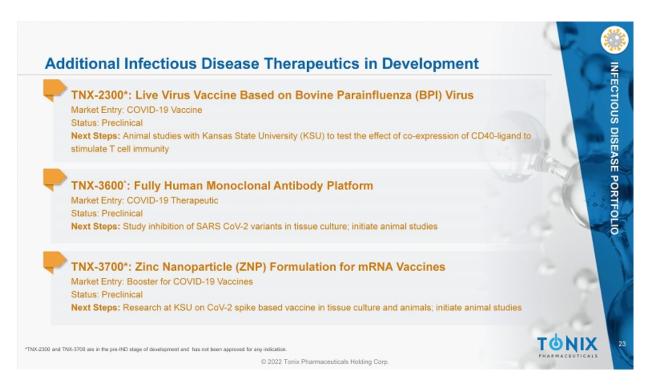
- Status: Preclinical
- First version TNX-1800 encodes spike protein from SARS-CoV-2, Wuhan strain
- Planned new version TNX-1850 encode spike protein from SARS-CoV-2 BA.2 strain²

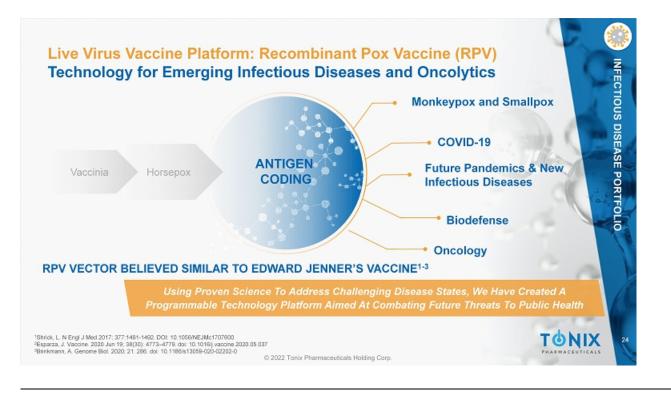
Next Steps: Developing TNX-1850 (BA.2) version





ceuticals Holding Corp.





Internal Development & Manufacturing Capabilities

Infectious Disease R&D Center (RDC) – Frederick, MD

- Function: Accelerated development of vaccines and antiviral drugs against COVID-19, its variants and other infectious diseases
- Description: ~48,000 square feet, BSL-2 with some areas designated BSL-3
- Status: Operational

Advanced Development Center (ADC) - North Dartmouth, MA

- Function: Development and clinical scale manufacturing of biologics
- Description: ~45,000 square feet, BSL-2
- · Status: Operational

Commercial Manufacturing Center (CMC) - Hamilton, MT

- · Function: Phase 3 and Commercial scale manufacturing of biologics
- Description: ~44-acre green field site, planned BSL-2
- · Status: Planning for site enabling work in 2022



<image>

Management Team Seth Lederman, MD Fusilev TARGENT vela Co-Founder, CEO & Chairman Gregory Sullivan, MD Columbia University Department of Psychiatry New York State Psychiatric Institute Chief Medical Officer **Bradley Saenger, CPA Shire** VERTEX Chief Financial Officer pwc Jessica Morris Deutsche Bank svb American Capital Chief Operating Officer © 2022 Tonix Pharmaceuticals Holding Corp

Milestones: Recently Completed and Upcoming*

Image: Second second

Expected Data

2nd Quarter 2023 Interim analysis results of Phase 3 RESILIENT study of TNX-102 SL in fibromyalgia
 3rd Quarter 2023 Interim analysis results of Phase 2 PREVAIL study of TNX-102 SL in Long COVID

Expected Clinical Trial Initiations

1 st Quarter 2023	Phase 2 study start of TNX-102 SL for the treatment of PTSD
1 st Quarter 2023	Phase 2 study start of TNX-1900 for the treatment of migraine
1 st Quarter 2023	Phase 2 study start of TNX-1300 for the treatment of cocaine intoxication
□ 1 st Quarter 2023	Phase 2 study start of TNX-601 ER for the treatment of major depressive disorder
□ 1 st Half 2023	Phase 1 study start of TNX-1500 for prevention of allograft rejection
2nd Half 2023	Phase 1 study start of TNX-801 for prevention of monkeypox and smallpox

τϣΝΙ>

*We cannot predict whether the global COVID-19 pandemic will impact the timing of these milestones.

