

**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 8.01 Other Events.**

As of December 13, 2022, the Company received redemption notices for all outstanding shares of its Series A Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), and Series B Convertible Redeemable Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock," and together with the Series A Preferred Stock, the "Preferred Stock"), issued to certain institutional investors in a private placement on October 26, 2022. As previously disclosed, the Preferred Stock became redeemable upon approval of a proposal to increase the authorized shares of the Company's common stock at a special meeting of the Company's shareholders held on December 13, 2022. The Preferred Stock was issued at an offering price of \$9.50 per share, representing a 5% original issue discount to the stated value of \$10.00 per share, for gross proceeds of \$14.25 million in the aggregate, and redeemed at 105% of the \$10.00 stated value of the Preferred Stock, or \$15.75 million in the aggregate.

**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 16, 2022

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