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): February 7, 2023

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") will present certain information regarding the Company and its product candidates at The Wall Street Conference on February 7, 2023. A copy of the presentation, which may contain nonpublic information, 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>	The Wall Street Conference Presentation by the Company
	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.

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

Exhibit 99.01



INVESTOR PRESENTATION

THE WALL STREET CONFERENCE NASDAQ: TNXP

Version P0406 February 7, 2023 (Doc 1154)

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





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.

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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 approximately \$120 M in cash and cash equivalents as of 12/31/22. Tonix has no debt.



TONIX

Pipeline: Key Programs

Candidates*	Indication	Status/Next Milestone	
TNX-102 SL ¹	Fibromyalgia (FM) Posttraumatic Stress Disorder (PTSD) Long COVID (PASC²)	Mid-Phase 3 - >50% enrolled Phase 2, Targeted 2Q 2023 Start Phase 2 - enrolling	
TNX-1300 ³	Cocaine Intoxication - FDA Breakthrough Designation	Mid-Phase 2, Targeted 2Q 2023 Start	
TNX-1900 ⁴	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	no
TNX-16007	Depression, PTSD and ADHD	Preclinical	and the
TNX-29008	Prader-Willi Syndrome - FDA Orphan Drug Designation	Preclinical	
TNX-15009	Organ Transplant Rejection/ Autoimmune Conditions	Phase 1, Targeted 2Q 2023 Start	
TNX-170010	Gastric and colorectal cancers	Preclinical	
TNX-80111	Smallpox and monkeypox vaccine	Phase 1, Targeted 2H 2023 Start	
TNX-1850 ¹²	COVID-19 Vaccine (horsepox-based live virus vaccine)	Preclinical	
TNX-230013	COVID-19 Vaccine	Preclinical	
TNX-360014	COVID-19 Therapeutic Platform (fully human monoclonal antibodies)	Preclinical	
TNX-370015	COVID-19 Vaccine (zinc nanoparticle mRNA technology)	Preclinical	
TNX-380016	COVID-19 Therapeutic/Preventative (humanized monoclonal antibodies)	Preclinical	
prine HCI sublingual table COVID-19. It cocaine esterase) was li ; license agreement with S investigator-initiated IND i tion development was con Pharma; license agreeme	Insw drugs or biologics and have not been approved for any indication. (s) is also in development for Agitation in Albeimer's Disease (AAD) and Alcohol Use Disorder (AUD). Both indications are beneed from Columbia University. Intorfod University, IND Ioleared for the prevention of migraine indication: Planned Binge Eating Disorder study is expected to as been completed in the U.S. using TWX-1900; Phase 2 for the prevention of migraine headache expected to start 1Q 2023 pleted outside of the U.S. Phase 2 expected to start 1Q 2023 pleted outside of the U.S. Phase 2 expected to start 1Q 2023 with Ways Bister University: all institute of Health and Medical Research (Inserm) 	¹¹ Live attenuated vaccine based on horsepox virus "Live attenuated vaccine based on horsepox virus vector, expressed SARS-CoV-2 spike protein. INV-1850 is based on the BA.2 variant spike protein. "Live attenuated vaccine based on bovine parainfluenza (BPI) virus "Fully human monocional antibody generated from COVID-19 convalescent patients "COVID vaccine based on mRNA in zino nanoparticle (ZNP) formulation with CD40, molecular trigger "Humanized monocional antibody generated from mice immunized with SARS-CoVID spike protein.	ТО

rumanized monoclonal antibody it trefoil factor 2 (rTFF2) based protein; licensed from Columbia University © 2022 Tonix Pharmaceuticals Holding Corp.

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 (FcvR)

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

Third Generation (TNX-1500): Re-engineered to better modulate the binding of FcyR while preserving pharmacokinetic properties and 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

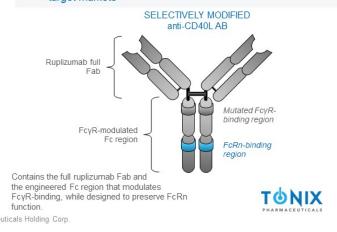
Next Steps: Initiate Phase 1 study 2Q 2023

Autoimmune Diseases

Status: Potential future indications include:

Sjögren's Syndrome, Systemic Lupus Erythematosus

These indications require large studies, but represent large target markets



TNX-1500 (α-CD40L mAb): Prophylaxis of Transplant Rejection Potential Treatment for Autoimmune Conditions

	Targeted as a first-line monotherapy for autoimmunity and add-on therapy for preventing and treating organ transplant rejection
	 Distinct mechanism of action (MOA)—TNX-1500 blocks T cell helper function
Pre-IND	New molecular entity, biologic
Candidate	 US Patient Protection and Affordable Care Act provides 12 years of exclusivity for biologics
	Patent applications directed to composition of matter
	Expected patent protection through 2039
Significant	Clinical evidence for anti-CD40L mAbs in the treatment of systemic lupus erythematosus (SLE), Sjögren's Syndrome (SjS), and allogeneic kidney transplant
Inmet Need	 Several studies have shown anti-CD40L to be active in the treatment of human SLE¹⁻³, SjS^{4.5}, and transplant rejection^{6,7}
N, et al. Arthritis Rheum. 2002;46(6)	
as DT, et al. <i>Arthritis Rheum</i> . 2003;4 er AC, et al. J <i>Clin Invest</i> . 2003;112(

⁶Kawai T, et al. Nat Med. 2000;6(2):114.
⁷Koyama I, et al. Transplantation. 2004;77(3):460-462.

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TNX-1500 (α-CD40 Ligand) Market Opportunity

IMMUNOLOGY PORTFOLIO **OPPORTUNITY** Organ transplant Kidney Autoimmune rejection drugs transplants: Lupus: 1.5 M Disease 24,000/year/US² patients in US⁴ \$4.7 billion¹ \$5.54 billion³ 1.87 billion⁵ \$149.4 billion⁶

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¹Global market as of 2018 (https://www.biospace.com/article/organ-transplant-rejection-medications-market-drug-companies-focus-on-improving-long-term-outcome-of-new-drugs/) ²Wang, Jeffrey H. and Hart, Allyson. *Kidney360* November 2021; 2(11) 1836-1839 ³Global market as of 2020 (https://www.grandviewresearch.com/industry-analysis/transplantation-market)

Volume in the set of 2020 (https://www.glantowereseauction/initioally-analysis/anaparatarysis/an

About CD40L (Also Called CD154)



CD40L is a transiently expressed T cell surface molecule and is also called CD154¹⁻⁴

Predominantly expressed by T cells and interacts with CD40 on B cells and macrophages

MMUNOLOGY PORTFOLIO

Mediates T cell helper function¹⁻⁴

- Activates B cells for humoral (antibody-mediated) immune response
- Activates macrophages and dendritic cells
- Provides T cell help to activated CD8+ T cells

X-linked hyper-IgM syndrome is caused by a defective CD40L gene⁵⁻⁶

- Lack of T helper function with only IgM serum antibodies but no IgG or IgE because T cells are required for B cell isotype switching
- If maintained on gamma globulin, patients are otherwise healthy



Member of the TNF_a superfamily⁴

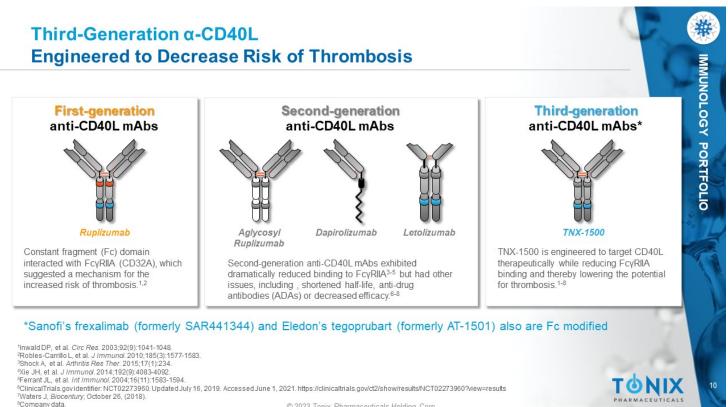
TNF
 α and RANKL are other family members and are drug targets for approved products

 ¹Lederman S, et al. J Exp Med. 1992;175(4):1091-1101.
 ⁴Covey LR, et al. Mol Immunol. 1994;31(6):471-484.

 ²Lederman S, et al. J Immunol. 1992;149(12):3817-3826.
 ⁶Ramesh N, et al. Int Immunol. 1993;5(7):769-773.

 ⁹Lederman S, et al. J Immunol. 1994;152(5):2163-2171.
 ⁶Callard RE, et al. J Immunol. 1994;153(7):3295-3306.

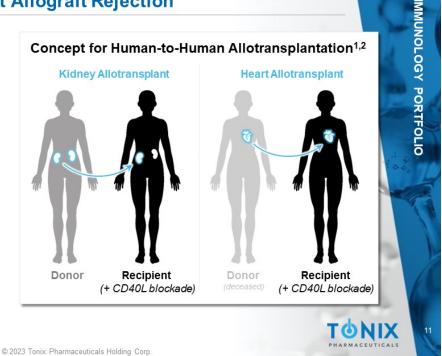
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α-CD40L Treatment to Prevent Allograft Rejection

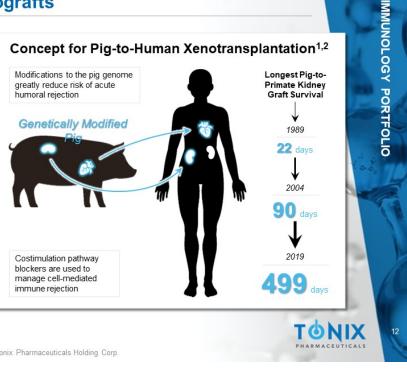
- Calcineurin inhibitors (CNIs), mainly tacrolimus, are the cornerstone of immunosuppressive therapy^{1,2}
- However, CNIs cause irreversible and progressive deterioration of kidney function in all types of solid organ transplants^{3,4}
- Costimulation blockade (anti-CD40L in particular) may be more effective at protecting allografts than CNIs⁵

¹Enderby C, et al. *Am J Manag Care*. 2015;21(1 Suppl):s12-s23. ²Camilleri B, et al. *Exp Clin Transplant*. 2016;14(5):471-483. ³Naesens M, et al. *Clin J Am Soc Nephrol*. 2009;4(2):481-508. ⁴Nankivell BJ, et al. *N Engl J Med.* 2003;349(24):2326-2333 ⁵Cooper DKC, et al. *Blood Purif.* 2018;45(1-3):254-259.



α-CD40L Beyond Allografts: Xenografts

- Allotransplantation is limited by a critical shortage of human organs; pig-to-human xenotransplantation offers a promising alternative^{1,2}
- Costimulation blockade (anti-CD40L in particular) is more effective at protecting xenografts than CNIs²
- Blockade of CD40-CD40L has been associated with some of the longest pig-to-primate xenograft survivals^{1,3}



¹Samy KP, et al. J Immunol Res. 2017;2017:8415205.
²Cooper DKC, et al. Blood Purif. 2018;45(1-3):254-259.
³Längin, M. et al. Consistent success in life-supporting porcine cardiac xenotransplantation. Nature 564, 430–433 (2018)

Tonix Collaboration with University of Maryland, Baltimore and United Therapeutics

- Tonix has entered into a sponsored research agreement (SRA) with University of Maryland, Baltimore to study TNX-1500 for the prevention of rejection of heart xenograft transplantation in NHPs
- UMB's preclinical studies will utilize genetically-modified porcine hearts supplied by Revivicor, Inc. (subsidiary of United Therapeutics)

MMUNOLOGY PORTFOLIO

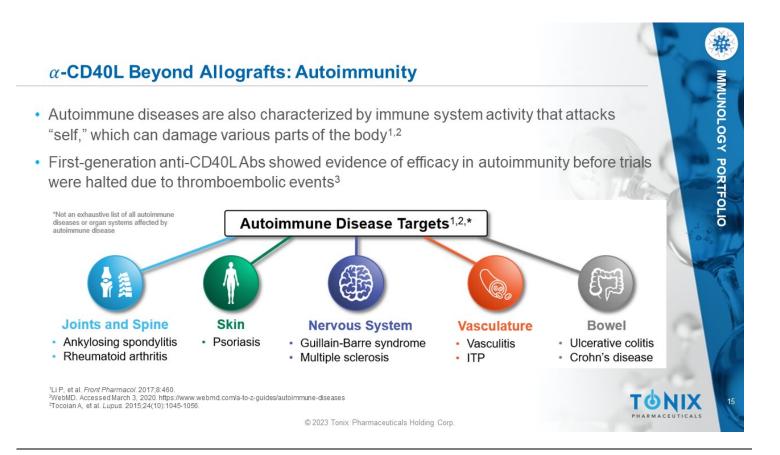
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- Primary objective is to study the activity TNX-1500 in preventing xenograft rejection in animals to support an IND application for human studies
- Previous preclinical studies in NHPs demonstrated that TNX-1500 showed activity in preventing allograft and xenograft organ rejection and was well tolerated

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Recent Xenotransplant Headlines

Շիւ Ջշա ∐ork Շimւց "In a First, Surgeons Attached a Pig Kidney to a Human, and It Worked" Roni Caryn Rabin	THE WALL STREET JOURNAL. "Saved by a Pig's Heart" The Editorial Board	THE WALL STREET JOURNAL. "Pig Kidneys Transplanted Into Brain-Dead Man as Patients Face Organ Shortages" Amy Dockser Marcus		UNOLOGY PORTFOLIC
October 19, 2021	January 12, 2022	January 20, 2022	9 100	
THE WALL STREET JOURNAL.	THE NEW YORKER	THE WALL STREET JOURNAL.		A
"The Next Pig Thing in Medicine" Sally Satel	"The Medical Miracle of a Pig's Heart in a Human Body" ^{Rivka Galchen}	"The Patient Who Received a Pig Heart Dies Two Months After Transplant" Allison Prang	- 9	
February 9, 2022	February 21, 2022	March 9, 2022	τόΝιχ	14



Anti-CD40L for Sjögren's Syndrome

- Sjögren's is a life-long autoimmune condition, where tear and salivary glands are initially affected
- In 2019, there were an estimated 2.26 million prevalent cases of primary Sjögren's syndrome worldwide. Forecasted to increase to 2.52 million prevalent cases by 2028

IMMUNOLOGY PORTFOLIO

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Horizon has announced two positive Phase 2 trials in Sjögren's Syndrome

September 12, 2022:

Horizon Therapeutics plc Announces Phase 2 Trial Evaluating Dazodalibep for the Treatment of Sjögren's Syndrome Meets Primary endpoint¹

January 18, 2023

Horizon Therapeutics plc Announces Phase 2 Trial Evaluating Dazodalibep for the Treatment of Sjögren's Syndrome Meets Primary Endpoint in the Second Study Population; Only Phase 2 Trial to Meet Primary Endpoint in Both Patient Populations²

¹Horizon Therapeutics plc Announces Phase 2 Trial Evaluating Dazodalibep for the Treatment of Sjögren's Syndrome Meets Primary Endpoint | Horizon Therapeutics plc ²Horizon Therapeutics plc Announces Phase 2 Trial Evaluating Dazodalibep for the Treatment of Sjögren's Syndrome Meets Primary Endpoint in the Second Study Population; Only Phase 2 Trial to Meet Primary Endpoint in Both Patient Populations | Horizon Therapeutics plc © 2023 Tonix: Pharmaceuticals Holding Corp.

TNX-1500: Key Considerations

- TNX-1500 may be used in large markets that are not currently well served
- There is a long history of use of monoclonal antibodies
- Tonix has engineered a potentially safer but similarly efficacious molecule relative to first generation anti-CD40L mAbs

MUNOLOGY PORTFOLIO

MMUNOLOGY PORTFOLIO

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- Intellectual property is in place (composition of matter)
- Manufacturing (CMC) is in progress

Key milestones:
 Pre-IND meeting (FDA) 3Q 2022; Phase 1 2Q 2023
 Autoimmune disorders – Planning INDs

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Development and Regulatory Strategy

- 1st Indication Kidney allotransplantation (human to human)
 - Replacement for nephrotoxic CNI's (calcineurin inhibitors, *e.g.* Prograf® (tacrolimus)¹, Neoral® (cyclosporin)²
 - Similar development path to the successful development of BMS's Nulojix® (belatacept)3, CTLA-4/Ig biologic
 - Clinical development may combine with Nulojix or Rapamune® (rapamycin/sirolimus)4
- 2nd Indication Heart or kidney xenotransplant (pig to human)
 - CD40L:CD40 blockade considered essential
 - The engineered pig organ is also considered a biologic
- 3rd Indication –Lou Gehrig's Disease, or ALS⁵
 - Animal models show strong activity; competitor Eledon (ELDN)
- 4th Indication (and beyond) Autoimmune disease (e.g., Sjögen's Syndrome, Systemic Lupus Erythematosus)
 - Autoimmune indications require large studies and represent large target markets

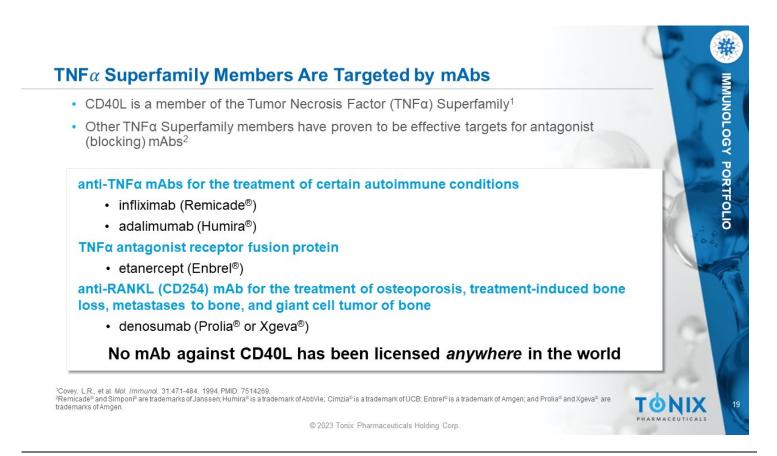
 ¹http://www.accessdata.fda.gov/drugsatfda_docs/label/2009/050708s027,050709s021lbl.pdf

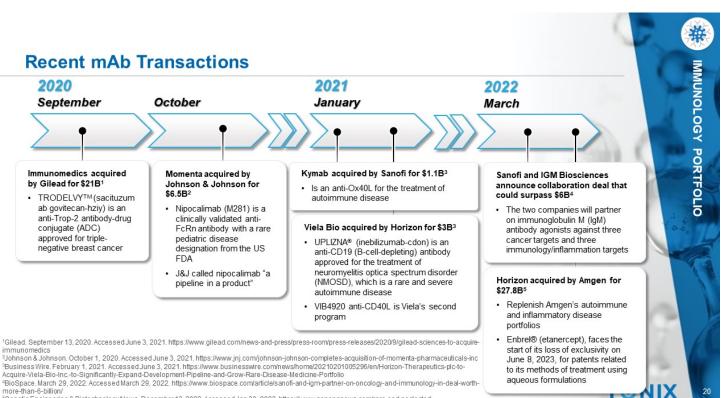
 ²http://www.novartis.us/sites/www.novartis.us/lites/neoral.pdf

 ³https://backageinserts.bms.com/pi/pi_nulojx.pdf

 ⁴https://backing.pfizer.com/showlabeling.aspx?id=139

 ⁵Amyotrophic Lateral Sclerosis





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^sGenetic Engineering & Biotechnology News. December 13, 2022. Accessed Jan 30, 2023. https://www.genengnews.com/rare-and-neglecteddiseases/amgen-to-acquire-horizon-for-27-8b-expanding-rare-disease-pipeline/
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Other anti-CD40L Monoclonal Antibodies in Development **MUNOLOGY PORTFOLIO** UCB (Co-developed with Biogen) – Systemic Lupus Erythematosus (SLE) Phase 3 Trial Currently Enrolling (NCT04294667) Topline results expected 1H 2024¹ Dapirolizumab pegol (pegylated Fab) ٠ Horizon (Agreed to be acquired by Amgen) - Sjögren's Syndrome (SjS) Two Positive Phase 2 studies reported^{2,3} . Dazodalibep (tn03 fusion protein) • Sanofi - Sjögren's Syndrome (SjS), Multiple Sclerosis (MS), Systemic Lupus Erythematosus (SLE) Phase 2 Trial Currently Enrolling in SjS (NCT04572841) and SLE (NCT05039840) • Active Phase 2 Trial in Relapsing MS (NCT04879628) Frexalimab f.k.a. SAR441344 (Fc-modified) Eledon – Amyotrophic Lateral Sclerosis (ALS) and Kidney Transplant Phase 2 Trial Completed in ALS (NCT04322149) Phase 1/2 Trial Currently Enrolling in Kidney Transplant (NCT05027906) Tegoprubart, f.k.a. AT-1501 (Fc-modified) • ¹https://www.ucb.com/our-science/pipeline ²https://ir.horizontherapeutics.com/news-releases/news-release-details/horizon-therapeutics-plc-announces-phase-2-trial-evaluating ³https://ir.horizontherapeutics.com/news-releases/news-release-details/horizon-therapeutics-plc-announces-phase-2-trial-evaluating-0 © 2023 Tonix Pharmaceuticals Holding Corp.

mAbs Represent 5 of Top 10 Products by 2023 Projected Sales

- Over 100 mAbs have been approved by the US FDA, and significant growth potential remains¹
- Global mAb market is projected to grow from \$179B in 2021 to \$452B in 2028 at a CAGR of 14.1%²

TOP 10 DRUGS WORLDWIDE BASED ON 2023 PROJECTED SALES³

1. Keytruda anti-PD-1 mAb		\$24 B
2. Comimaty	\$19 B	\$24 B
3. Humira anti-TNFα mAb	\$13.5 B	
4. Paxlovid	\$13 B	1030
5. Eliquis	\$13 B	
6. Opdivo anti-PD-1 mAb	\$11.5 B	
7. Dupixent anti-IL4 mAb	\$11 B	Charles and
7. Stelara anti-IL12/23	\$11 B	
9. Spikevax	\$11 B	
10. Biktarvy		ante
Head & May 5, 2024 Assessed February 24, 2022 (https://www.achus.com		- de barras

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¹Mullard A. May 5, 2021, Accessed February 24, 2022, (https://www.nature.com/articles/d41573-021-00079-7) Intulard A. May 5, 2021. Accessed February 24, 2022.
Forbes Business Insights. August 2021. Accessed February 24, 2022.
Matej Mikulic. Statista. Jan 18, 2023. Accessed January 24, 2023. (https://www.statista.com/statistics/973523/top-drugs-by-year-on-year-sales-increase/)
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FUTURE OUTLOOK

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Milestones: Recently Completed and Upcoming*

J 2nd Quarter 2022 Phase 3 RESILIENT study start of TNX-102 SL for the management of fibromyalgia

3rd Quarter 2022 Phase 2 PREVAIL study start of TNX-102 SL for the treatment of Long COVID

Expected Data

□ 2nd Quarter 2023 Interim analysis results of Phase 3 RESILIENT study of TNX-102 SL in fibromyalgia

Expected Clinical Trial Initiations

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

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

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