

**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): May 5, 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 ☐

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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 5, 2023, the Company held its annual meeting of shareholders, at which the Company's shareholders approved four proposals. Shareholders representing 24,524,738 shares, or 39.14%, of the common shares outstanding as of the March 17, 2023 record date, were represented at the meeting by proxy. The proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on March 17, 2023, pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended.

**Proposal 1**

The Company's shareholders elected eight individuals to the Board of Directors as set forth below:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Seth Lederman	7,724,861	776,948	16,022,826
Richard Bagger	7,818,813	683,001	16,022,826
Margaret Smith Bell	7,867,431	634,381	16,022,826
David Grange	7,865,997	635,815	16,022,826
Adeoye Olukotun	7,832,903	668,909	16,022,826
Newcomb Stillwell	7,860,358	641,455	16,022,826
Carolyn Taylor	7,873,125	628,687	16,022,826
James Treco	7,866,358	635,454	16,022,826

**Proposal 2**

The Company's shareholders ratified the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023, as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
23,366,768	590,326	567,644	0

**Proposal 3**

The Company's shareholders approved the Tonix Pharmaceuticals Holding Corp. 2023 Employee Stock Purchase Plan as set forth below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
7,251,180	941,906	308,826	16,022,826

**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: May 5, 2023

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