

**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): July 27, 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 8.01. Other Events.**

Tonix Pharmaceuticals Holding Corp. (the "Company") is filing this Current Report on Form 8-K to include, as Exhibit 23.1, the consent of KPMG LLP to be incorporated by reference in the Company's Registration Statement on Form S-3 (File No. 333-254975).

**Item 9.01 Financial Statements and Exhibits.**

(d)	Exhibit No.	Description.
	<u>23.1</u>	Consent of KPMG LLP
	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: July 27, 2023

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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statement (No. 333-254975) on Form S-3 of Tonix Pharmaceuticals Holding Corp. of our report dated July 18, 2023, with respect to the abbreviated financial statements of the Tosymra® and Zembrace® Symtouch® Product Lines of Upsher-Smith Laboratories, LLC, not included herein, which report appears in the Form 8-K/A dated July 18, 2023 of Tonix Pharmaceuticals Holding Corp. and to the references to our firm under the heading of "Experts" in the prospectus supplement contained in such registration statement.

/s/ KPMG LLP

Minneapolis, Minnesota  
July 25, 2023

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