

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): October 31, 2016

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.)

509 Madison Avenue, Suite 306, New York, New York 10022
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 980-9155

Copy of correspondence to:

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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))

Item 8.01 Other Events.

On October 31, 2016, Tonix Pharmaceuticals Holding Corp. (the “Company”) issued a press release announcing the closing of its public offering of 9,500,000 units (“Units”), with each Unit consisting of one (1) share of the Company’s common stock, par value \$0.001 per share (“Common Stock”) and a warrant to purchase 0.5 of a share of Common Stock. The Units were sold at a public offering price of \$0.55 per Unit, less underwriting discounts. Dawson James Securities, Inc. (the “Underwriter”) also purchased additional warrants to acquire 712,500 shares of Common Stock pursuant to the over-allotment option exercised in part by the underwriter for gross proceeds of \$713. The Company also issued compensation warrants to the Underwriter to purchase 473,605 shares of Common Stock. A copy of the press release is included as Exhibit 99.01 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.01 Press Release, dated October 31, 2016, issued by Tonix Pharmaceuticals Holding Corp.

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: October 31, 2016

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



Tonix Pharmaceuticals Completes \$5.2 Million Underwritten Public Offering

NEW YORK – Oct. 31, 2016 – Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP) (Tonix), today announced the closing of its previously announced underwritten public offering of 9,500,000 units, consisting of 9,500,000 shares of common, and warrants to purchase an aggregate of 4,750,000 shares of common stock, at an offering price of \$0.55 per unit. The underwriter also purchased additional warrants to acquire 712,500 common shares pursuant to the over-allotment option exercised in part by the underwriter. The warrants have an exercise price of \$0.63 per share and are exercisable for a period of five years. The units were sold at the public offering price of \$0.55 per unit, bringing the aggregate gross proceeds from the offering to \$5.2 million, before deducting underwriting discounts and commissions and other offering expenses.

Dawson James Securities, Inc. acted as the sole book-running manager for the offering.

The shares described above were offered by Tonix pursuant to a registration statement previously filed with and subsequently declared effective by the Securities and Exchange Commission (“SEC”). A final prospectus supplement relating to the offering was filed with the SEC and is available, along with the accompanying base prospectus, on the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Tonix Pharmaceuticals Holding Corp.

Tonix is developing next-generation medicines for common disorders of the central nervous system, with its lead program focusing on posttraumatic stress disorder. This disorder is characterized by chronic disability, inadequate treatment options, high utilization of healthcare services, and significant economic burden. This press release and further information about Tonix can be found at www.tonixpharma.com.

Safe Harbor / Forward-Looking Statements

Certain statements in this press release are forward-looking within the meaning of 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,” “expect,” 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, substantial competition; 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 risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. Tonix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in the Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission (the “SEC”) on March 3, 2016, and future periodic reports filed with the SEC on or after the date hereof. All of Tonix's forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date hereof.

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