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 15, 2017

TONIX PHARMACEUTICALS HOLDING CORP.
(Exact name of registrant as specified in its charter)

Nevada	001-36019	26-1434750
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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))

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 2.02 Results of Operations and Financial Condition.

On May 15, 2017, Tonix Pharmaceuticals Holding Corp. (the "Company") announced its operating results for the first fiscal quarter ended March 31, 2017. A copy of the press release that discusses this matter is filed as Exhibit 99.01 to, and incorporated by reference in, this report. The information in this Current Report is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in any such filing.

Item 7.01 Regulation FD Disclosure.

The Company intends to utilize an updated investor presentation to conduct meetings with investors, stockholders and analysts and at investor conferences, and which the Company intends to place on its website, which may contain non-public information. A copy of the presentation is filed as Exhibit 99.02.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.02, is furnished pursuant to, and shall not be deemed to be "filed" for the purposes of, Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or any other document filed pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing. By filing this Current Report on Form 8-K and furnishing the information contained in this Item 7.01, including Exhibit 99.02, the Company makes no admission as to the materiality of any such information that it is furnishing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.01	Press release, dated May 15, 2017, issued by Tonix Pharmaceuticals Holding Corp.*
99.02	Corporate Presentation by the Company for May 2017*

* Furnished herewith.

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 15, 2017

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

Exhibit 99.01

Tonix Pharmaceuticals Reports First Quarter 2017 Financial Results and Provides Programs Update

Phase 3 HONOR Study of U.S. FDA-Designated Breakthrough Therapy for PTSD, TNX-102 SL, Fully Funded and Currently Enrolling

NEW YORK, May 15, 2017 – Tonix Pharmaceuticals Holding Corp. (Nasdaq:TNXP) (Tonix), a company that is developing innovative pharmaceutical products to address public health challenges, recently announced financial results for the first quarter ended March 31, 2017.

"Beginning enrollment in the first quarter of 2017 of the Phase 3 HONOR study of TNX-102 SL* for the treatment of posttraumatic stress disorder (PTSD) was an important milestone for Tonix," said Seth Lederman, M.D., president and chief executive officer of Tonix. "We remain on track with our previously-disclosed guidance for reporting results next year, and are pleased to note that this pivotal study is fully funded through completion. If the topline data from the HONOR study are statistically persuasive, we can file a new drug application with the U.S. Food and Drug Administration (FDA) seeking approval for TNX-102 SL for PTSD. PTSD affects approximately 8.6 million Americans, nearly 1 million of whom are military veterans. Patients with military-related PTSD experience severe symptoms, and currently-approved drugs have not shown efficacy in these patients, creating an urgent need for a new therapeutic approach."

At March 31, 2017, Tonix had cash, cash equivalents, and marketable securities of $22.4 million. Subsequent to quarter end, Tonix raised net proceeds totaling approximately $16.3 million. Tonix announced an underwritten public offering of common stock in the first quarter that closed in April 2017 and resulted in net proceeds of approximately $8.3 million. Additionally, Tonix raised approximately $8.0 million in net proceeds through an at-the-market offering in April 2017. Net cash used in operating activities for the first quarter was $4.8 million.

Upcoming Milestones and Recent Program Highlights

- Interim analysis from approximately 275 randomized participants in the Phase 3 HONOR study is anticipated in the first half of 2018.
- Topline results from the Phase 3 HONOR study of 550 participants (if needed) are anticipated in the second half of 2018.
- Enrolled the first participant in the 12-week, double-blinded, placebo-controlled Phase 3 HONOR study of TNX-102 SL 5.6 mg for the treatment of military-related PTSD in March 2017.
- Held the Initial Cross-Disciplinary Breakthrough meeting with the FDA in March 2017. Minutes from the meeting indicated that registration of TNX-102 SL could be solely supported by the Phase 3 HONOR study if topline data are statistically persuasive.
- Eutectic proprietary Protectic™ formulation patent (U.S. Patent No. 9,636,408), issued in May 2017, provides for TNX-102 SL market exclusivity until 2034.

- In the first quarter of 2017, announced synthesis of a potential smallpox-preventing vaccine candidate, TNX-801, a live form of horsepox virus, which has demonstrated protective vaccine activity in mice. TNX-801 is the first-ever synthesized chimeric horsepox virus.
- In the first quarter of 2017, announced addition to pipeline of tianeptine oxalate, TNX-601, a novel oral formulation for development as a potential daytime treatment for PTSD.

**TNX-102 SL (cyclobenzaprine HCl sublingual tablets) is an investigational new drug and has not been approved for any indication.*

First Quarter Financial Results

Tonix reported a net loss of $5.1 million, or $1.27 per share, for the first quarter of 2017, compared to a net loss of $14.0 million, or $7.41 per share, for the first quarter of 2016. The net loss for the three months ended March 31, 2017, excluding non-cash expenditures of $0.6 million, was $4.5 million, as compared to a net loss, excluding non-cash expenditures of $1.0 million, of $13.0 million for the first quarter of 2016. The lower net loss was primarily due to decreased research and development expense for clinical studies and related research, as well as lower general and administrative expense related to these and other corporate development activities.

Cash used in operations was $4.8 million for the three months ended March 31, 2017, compared to $15.5 million for the three months ended March 31, 2016. At March 31, 2017, cash, cash equivalents, and marketable securities totaled $22.4 million, compared to $26.1 million at December 31, 2016. Management believes that cash, cash equivalents and marketable securities as of March 31, 2017, in addition to the approximately $16.3 million net proceeds raised from the recent public offerings, are sufficient to fund operating expenses and the Phase 3 HONOR study to completion with up to 550 participants.

About Tonix Pharmaceuticals Holding Corp.

Tonix is developing innovative pharmaceutical products to address public health challenges. TNX-102 SL is in Phase 3 development and has been granted Breakthrough Therapy designation by the FDA for the treatment of PTSD. PTSD is a serious condition characterized by chronic disability, inadequate treatment options especially for military-related PTSD, and an overall high utilization of healthcare services that contributes to significant economic burdens. Tonix was issued U.S. patent 9,636,408 “Eutectic Formulations of Cyclobenzaprine Hydrochloride and Amitriptyline Hydrochloride”, which includes compositions of cyclobenzaprine HCl and methods of manufacturing the eutectic. The Protectic™ protective eutectic and Angstro-Technology™ formulation claimed in the patent are important elements of Tonix’s proprietary TNX-102 SL composition. The patent provides Tonix with U.S. market exclusivity until 2034. Other development efforts include TNX-801, a potential smallpox-preventing vaccine based on a live synthetic version of horsepox virus, and TNX-601 (tianeptine oxalate), a clinical candidate at pre-IND (Investigational New Drug) application stage, designed for daytime use for the treatment of PTSD.

This press release and further information about Tonix can be found at www.tonixpharma.com.

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, 2016, as filed with the Securities and Exchange Commission (the "SEC") on April 13, 2017, 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.

TONIX PHARMACEUTICALS HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2017	**2016**
Costs and expenses		
Research and development	$ 2,994	$ 10,671
General and administrative	2,097	3,343
Total costs and expenses	5,091	14,014
Operating loss	(5,091)	(14,014)
Interest income, net	27	38
Net loss	$ (5,064)	$ (13,976)
Net loss per common share, basic and diluted	$ (1.27)	$ (7.41)
Weighted average common shares outstanding, basic and diluted	3,985,529	1,886,043

TONIX PHARMACEUTICALS HOLDING CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)
(Unaudited)

	March 31, 2017	December 31, 2016(1)
Assets		
Cash, cash equivalents and marketable securities	$ 22,423	$ 26,121
Prepaid expenses and other current assets	1,009	1,019
Total current assets	23,432	27,140
Other non-current assets	352	370
Total assets	$ 23,784	$ 27,510
Liabilities and stockholders' equity		
Total liabilities	$ 1,809	$ 2,149
Stockholders' equity	21,975	25,361
Total liabilities and stockholders' equity	$ 23,784	$ 27,510

(1) The condensed consolidated balance sheet for the year ended December 31, 2016 has been derived from the audited financial statements but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

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Exhibit 99.02

Investor Presentation

TONIX PHARMACEUTICALS

May 2017

Version P0064 5-12-17

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, 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 U.S. Food and Drug Administration clearances or approvals and noncompliance with its regulations. 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, 2016, as filed with the Securities and Exchange Commission (the "SEC") on April 13, 2017, 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.

Phase 3 Breakthrough Therapy Program in Posttraumatic Stress Disorder (PTSD)

Phase 3 HONOR study of TNX-102 SL[1] in military-related PTSD enrolling

- Encouraging evidence of safety and efficacy was demonstrated in Phase 2

Breakthrough Therapy designation from FDA[2]

- Expedited development and accelerated review are expected
- Potential to file NDA[3] based on one Phase 3 study if data are statistically persuasive

Proposed registration plan agreed by the FDA

- Additional nonclinical safety and clinical abuse potential studies are not required

Patent protection through 2034 in U.S.[4]

- Composition of matter patent for eutectic, which is required for transmucosal delivery

Novel mechanism targets sleep quality

- Memory processing during sleep is important to recovery

[1]TNX-102 SL (cyclobenzaprine HCl sublingual tablets) is an investigational new drug and has not been approved for any indication
[2]U.S. Food and Drug Administration (FDA)
[3]New Drug Application
[4]U.S. Patent No. 9,636,408 for Eutectic Proprietary Protectic™ Formulation

Phase 3 HONOR Study in PTSD Enrolling

To confirm Phase 2 AtEase findings in military-related PTSD:

- Larger adaptive design study
- Enrollment started in 1Q 2017

TNX-102 SL once-daily at bedtime
5.6 mg *N ~ 275 (140*)*

Placebo once-daily at bedtime
N ~ 275 (140)*

12 weeks ····· ***open-label extension***

* *Interim analysis*

1H 2018 - IA outcome anticipated
2H 2018 – topline data anticipated, if 550 participants are studied

General study characteristics:

- Randomized, double-blind, placebo-controlled, entrance CAPS-5 ≥ 33
- One unblinded interim analysis (IA) by an independent data monitoring committee at 50% randomization
- IA (N ~275) for efficacy stop, continuation as planned or sample size adjustment
- Potential to enroll 550 participants
- Approximately 35 U.S. clinical sites

Primary efficacy endpoint:

- Mean change from baseline in total CAPS-5[1] at Week 12 compared between TNX-102 SL 5.6 mg and placebo

[1]CAPS-5, Clinician Administered PTSD Scale for DSM-5

Breakthrough Therapy Designation

- **FDA granted TNX-102 SL Breakthrough Therapy designation – reported December 19, 2016**
  - PTSD is a serious condition
  - TNX-102 SL has potential advantages over existing therapies in military-related PTSD
- **Benefits of Breakthrough Therapy designation**
  - Eligibility for priority review of the NDA within 6 months instead of 10 months
  - Option to submit completed portions of the NDA for rolling review
  - An organizational commitment involving FDA's senior managers to accelerate the development and approval process, an opportunity to compress development time
- **NDA filing based on HONOR study is possible if results are statistically persuasive**
  - Discussed at March 9, 2017 Initial Cross-disciplinary Breakthrough Meeting with the FDA

No Recognized Abuse Potential in Clinical Studies

- **Active ingredient is cyclobenzaprine, which is structurally related to tricyclic antidepressants**
  - Cyclobenzaprine interacts with receptors that regulate sleep quality: 5-HT_{2a}; α_1-adrenergic and histamine H_1 receptors
  - TNX-102 SL does **NOT** interact with the same receptors as traditional hypnotic sleep drugs, benzodiazepines or non-benzodiazepines that are associated with retrograde amnesia
  - Cyclobenzaprine-containing product was approved 40 years ago and current labeling (May 2016) indicates no abuse and dependence concern

- **TNX-102 SL NDA can be filed without abuse assessment studies**
  - Discussed at March 9, 2017 Initial Cross-disciplinary Breakthrough Meeting

TNX-102 SL Intellectual Property – U.S. protection until 2034

Composition of matter (Eutectic)

- U.S. Patent No. 9,636,408 issued May 2, 2017 by U.S. Patent and Trademark Office
  - Protection expected to 2034
- Additional claims and jurisdictions pending

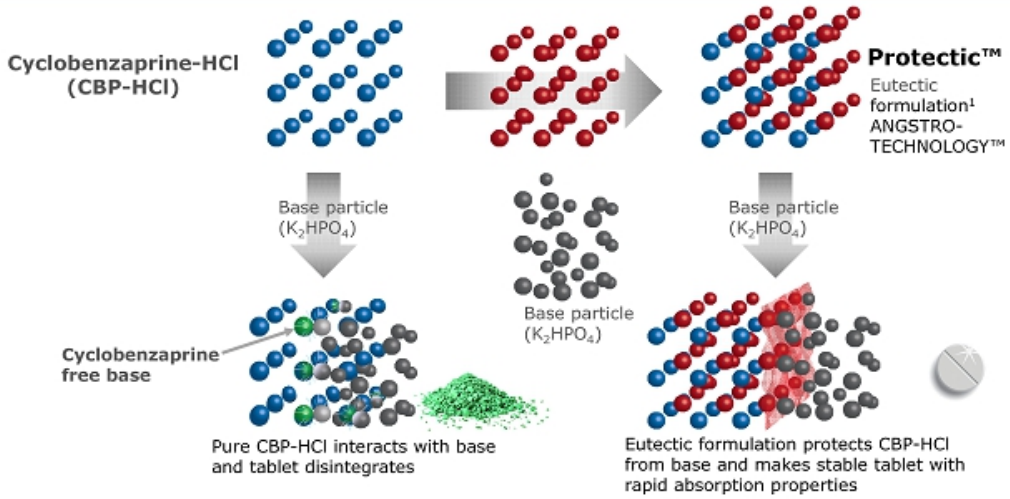
Pharmacokinetics (PK)

- Patents filed
  - Protection expected to 2033

Method of use

- Patents filed

Proprietary Cyclobenzaprine Hydrochloride Eutectic Mixture Stabilizes Tablet Formulation



[1]U.S. Patent issued May 2, 2017

TNX-102 SL: Sublingual Formulation is Designed for Bedtime Administration

TNX-102 SL: Proprietary sublingual formulation of CBP with transmucosal absorption

- Innovation by design with patent protected CBP and mannitol eutectic formulation
- Rapid systemic exposure
- Increased bioavailability during sleep
- Avoids first-pass metabolism
- Lowers exposure to long-lived active major metabolite, norcyclobenzaprine (norCBP)

CBP undergoes extensive first-pass hepatic metabolism when ingested orally

- Active major metabolite, norCBP[1]
  - Long half-life (~72 hours)
  - Less selective for target receptors (5-$HT_{2A,}$ α_1-adrenergic, histamine H_1)
  - More selective for norepinephrine transporter

[1]Daugherty et al., Abstract 728, Society of Biological Psychiatry 70th Annual Scientific Convention, May 14-16, 2015,Toronto Ontario, Canada

TNX-102 SL: Novel Mechanism Targets Sleep Quality for Recovery from PTSD

PTSD is a disorder of recovery

- Most people exposed to extreme trauma recover over a few weeks
- In PTSD, recovery process impeded due to insufficient sleep-dependent memory processing

Memory processing is essential to recovery

- Vulnerability to memory intrusions and trauma triggers remains if no consolidation of new learning (extinction)

TNX-102 SL targets sleep quality[1]

- Cyclobenzaprine interacts with receptors that regulate sleep quality: strongly binds and potently blocks 5-HT_{2A}, a_1-adrenergic and histamine H_1 receptors, permissive to sleep-dependent recovery processes

[1]Daugherty et al., Abstract 728, Society of Biological Psychiatry 70th Annual Scientific Convention, May 14-16, 2015,Toronto Ontario, Canada

TNX-102 SL: Novel Mechanism Targets Sleep Quality for Recovery from PTSD

PTSD is a disorder of recovery

- Most people exposed to extreme trauma recover over a few weeks
- In PTSD, recovery process impeded due to insufficient sleep-dependent memory processing, allowing:
  - Memories of traumatic events to intrude on consciousness and sleep
  - Environmental triggers (e.g., odors, sounds) to stimulate memory re-experiencing and inappropriate responses, including dissociative flashbacks

Memory processing is essential to recovery

- Vulnerability to memory intrusions and trauma triggers remains if no consolidation of new learning (extinction)
  - Daytime new learning must undergo sleep-dependent consolidation (to become long term memory) or recovery processes fail and vulnerability continues[1]
  - Recovery processes depend on sleep quality as manifested by appropriate and sufficient deep non-REM and REM sleep stages

TNX-102 SL targets sleep quality[2]

- Cyclobenzaprine interacts with receptors that regulate sleep quality: strongly binds and potently blocks 5-HT_{2A}, α_1-adrenergic and histamine H_1 receptors, permissive to sleep-dependent recovery processes

[1] Pace-Schott et al. Biology of Mood & Anxiety Disorders (2015) 5:3
[2] Daugherty et al., Abstract 728, Society of Biological Psychiatry 70th Annual Scientific Convention, May 14-16, 2015,Toronto Ontario, Canada

What Are the Symptoms of PTSD?

Symptoms of PTSD fall into four clusters:

1. Intrusion (aversive memories, nightmares, flashbacks)
2. Avoidance (avoiding persons, places or situations)
3. Mood/cognitions (memory block, emotional numbing, detachment from others)
4. Hyperarousal (anxiety, agitation & sleep disturbance)

Clinician Administered PTSD Scale (CAPS-5) used to assess symptom severity and treatment effect

- Recognized as the standard for rating PTSD severity in clinical trials
- Takes into account all four symptom clusters

What Are the Consequences of PTSD?

Consequences:

- Impaired daily function and substantial interference with work and social interactions
- Reckless or destructive behavior
- Increased health care utilization and greater medical morbidity

PTSD as a risk factor for:

- Depression
- Alcohol or substance abuse
- Absenteeism/unemployment
- Homelessness
- Violent acts
- Suicidal thoughts and suicide

PTSD: Not Well-served by Approved Treatments

FDA approved selective serotonin reuptake inhibitors (SSRIs), paroxetine and sertraline, have not shown efficacy in military-related PTSD

Majority of patients unresponsive or intolerant to current treatments

- Side effects relating to sexual dysfunction (particularly in males) and sleep are commonly reported

Drug therapy compatible and complementary with behavioral therapy

- Lack of retrograde amnesia (e.g., off-label use benzodiazepines and non-benzodiazepines)
- Lack of interference on sleep (e.g., approved SSRI's)

Why Initially Target Military-Related PTSD?

Military-related PTSD not well-served by existing FDA-approved therapies

- ***No clear treatment response observed in U.S. military population***

  Sertraline: failed to show efficacy in a large multicenter trial in U.S. military (placebo numerically better)[1]
  Paroxetine: no large trials conducted with predominantly military trauma

- **Inconsistent treatment response observed in males**

  Sertraline: FDA-conducted post-hoc analysis concluded no effect for male civilian subgroup[2]
  Paroxetine: no sex-related difference in treatment outcomes[3]

- **Important tolerability issues with SSRIs in this population**

  Sexual dysfunction[2,3]
  Insomnia[2,3]
  SSRI withdrawal syndrome[4]

1. Friedman et al., J Clin Psychiatry 2007; 68:711
2. Zoloft Package Insert, August, 2014
3. Paxil Package Insert, June, 2014
4. Fava et al., Psychother Psychosom 84:72-81, 2015

High Prevalence of PTSD Among Combat Veterans

3-9%
General population[1]

19-31%
Vietnam veterans[2]

>19%
Operation Enduring Freedom (OEF; Afghanistan) / Operation Iraqi Freedom (OIF) veterans / Operation New Dawn (OND)[3]

8.6 million American adults affected[1]

Women more likely to develop than men[1]

Susceptibility may **run in families**[1]

[1]Kessler et al., *Arch Gen Psych* 2005; Prevalence rate of 3.5% applied to U.S. Census estimate of 247M U.S. adult (≥18) population in 2015 (www.census.gov/quickfacts/table/PST045215/00); [2]Norris, *PTSD Res Quar*. 2013; [3]*Analysis of VA Health Care Utilization among Operation Enduring Freedom, Operation Iraqi Freedom, and Operation New Dawn Veterans, from 1st Qtr FY 2002 through 2nd Qtr FY 2015,* Washington, DC; Among 1.9M separated OEF/OIF/OND veterans, 1.2M have obtained VA healthcare; 685k evaluated by VA with possible mental disorder, and 379k diagnosed with PTSD.

Growing Economic and Social Burden to Care for Veterans with PTSD

Health care costs associated with PTSD for OEF/OIF/OND veterans:

Direct costs

$3,000-5,000
per patient per year for OEF/OIF Veterans[1]

~ 1.9M Veterans out of 2.7M
servicemembers deployed between 10/1/2001 and 3/31/2015[3]

Indirect costs

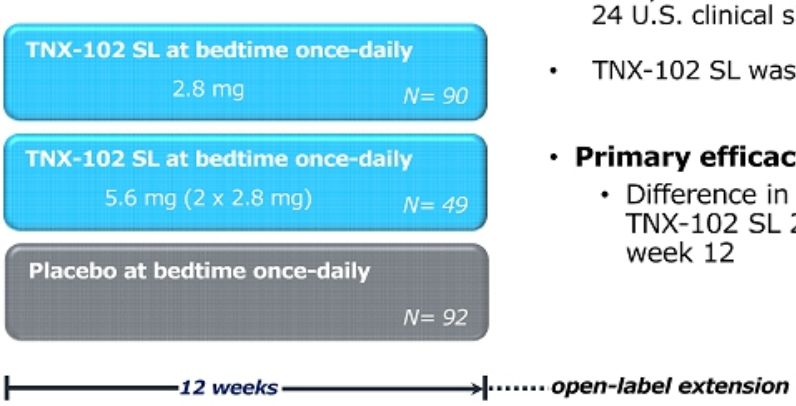
$2-3 billion
estimated yearly cost to society[2]

Families, social care agencies, schools, employers, welfare system[2]

[1]CBO Report 2012; [2]Tanielan, *Invisible Wounds of War*. 2005;
[3]*Analysis of VA Health Care Utilization among Operation Enduring Freedom, Operation Iraqi Freedom, and Operation New Dawn Veterans, from 1st Qtr FY 2002 through 2nd Qtr FY 2015,* Washington, DC; OEF/OIF/OND, Operations Enduring Freedom, Iraqi Freedom and New Dawn.

Phase 2 AtEase Study in Military-Related PTSD

- Randomized, double-blind, placebo-controlled trial in military-related PTSD



- Enrolled patients with baseline CAPS-5 ≥ 29
- Analysis from 231 patients; 24 U.S. clinical sites
- TNX-102 SL was active at 5.6 mg dose
- **Primary efficacy analysis:**
  - Difference in CAPS-5 score between TNX-102 SL 2.8 mg and placebo at week 12

Results of Phase 2 AtEase Study in Military-Related PTSD

TNX-102 SL 5.6 mg showed clinical benefit in military-related PTSD

- CAPS-5 scale, was statistically significant by Mixed effect Model Repeated Measures, or MMRM, with Multiple Imputation, or MI, analysis (p-value = 0.031)
- Dose-effect on multiple efficacy and safety measurements in the AtEase study

Well tolerated

- No serious adverse events (AE) related to treatment
- The most common AEs were local site-administration reactions, including mild and transient tongue numbness

[1]Daugherty et al., Abstract 728, Society of Biological Psychiatry 70th Annual Scientific Convention, May 14-16, 2015,Toronto Ontario, Canada

AtEase Study Demographics and Characteristics

93% of the randomized patients were male

98% had trauma during military service

Deployed an average of 2.3 times

Mean time since index trauma was 7 years

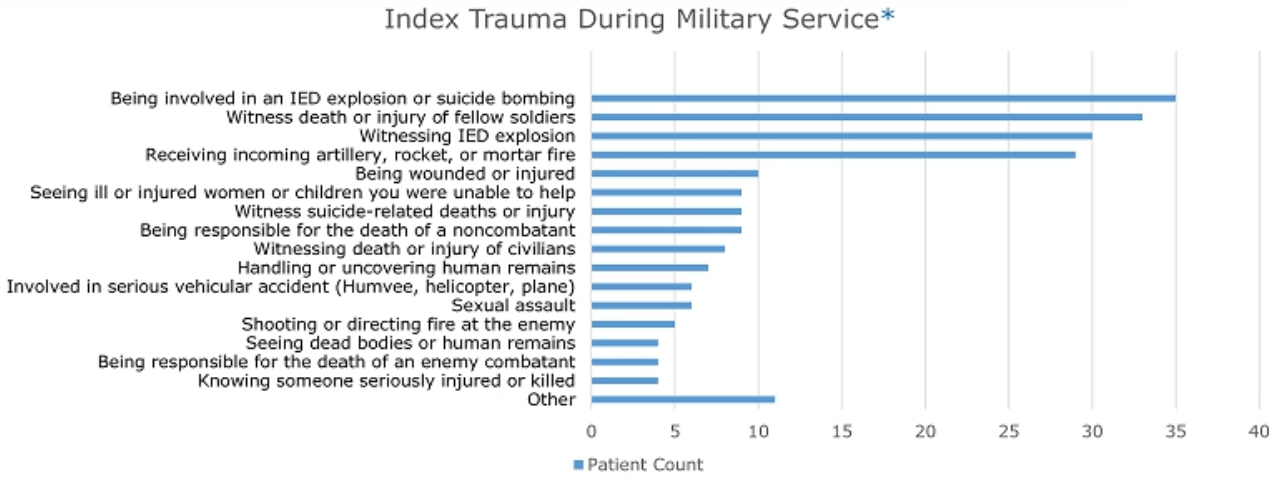
Race and ethnicity generally consistent with U.S. military distribution

Similar baseline CAPS-5 scores and MADRS[1] scores across treatment arms

Current Major Depressive Disorder 14% by MINI 7.0[2]

[1]MADRS, Montgomery-Åsberg Depression Rating Scale
[2]MINI 7.0, Mini-International Neuropsychiatric Interview, Version 7

AtEase Study: Traumas Associated with PTSD



*Some patients experienced more than one trauma

AtEase Study – Summary of Primary and Secondary Analyses (week 12)

Assessment	Domain	Analysis	p-Values	
			2.8 mg (N=90)	5.6 mg (N=49)
CAPS-5	Total	MMRM	0.259^	0.053
	Total	MMRM with Multiple Imputation	0.211	0.031*
	Total	MMRM w/ Hybrid LOCF/BOCF	0.172	0.037*
	Total	ANCOVA	0.090	0.038*
CAPS-5 clusters/items	Arousal & Reactivity cluster (E)	MMRM	0.141	0.048*
	Sleep item (E6)	MMRM	0.185	0.010*
	Exaggerated Startle item (E4)	MMRM	0.336	0.015*
CGI-I	Responders	Logistic Regression	0.240	0.041*
PGIC	Mean score	MMRM	0.075	0.035*
Sheehan Disability Scale	Work/school item	MMRM	0.123	0.050*
	Social/leisure item	MMRM	0.198	0.031*

BOCF, baseline observation carried forward; CGI-I, Clinical Global Impression - Improvement scale; LOCF, last observation carried forward; MMRM, mixed model repeated measures; PGIC, Patient Global Impression of Change

^Primary analysis p-value not significant comparing TNX-102 SL 2.8 mg versus placebo

*p<0.05

AtEase Study: Safety and Tolerability Profile

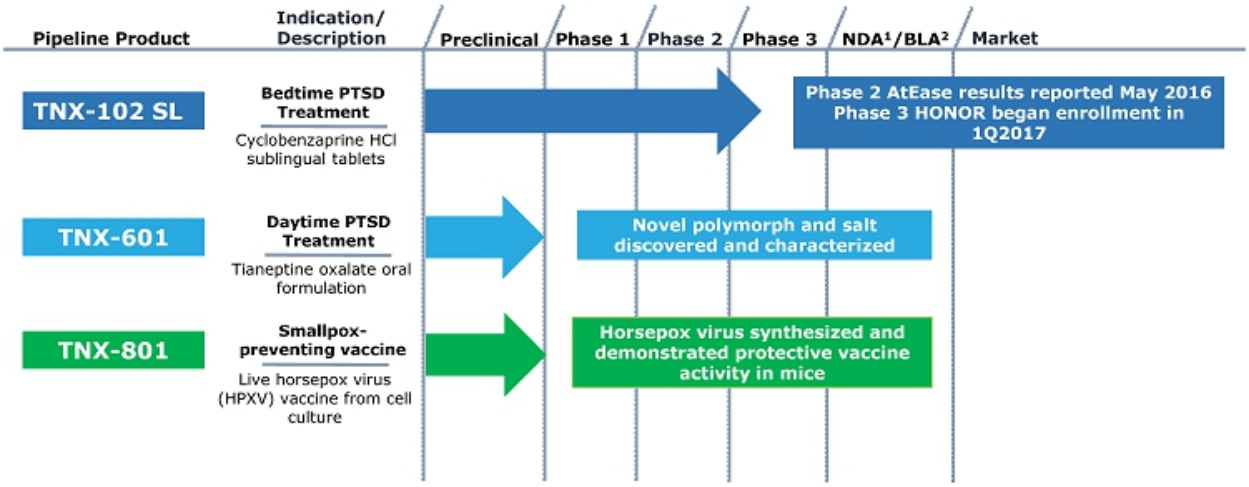
No serious adverse events reported with TNX-102 SL deemed related to treatment

Systemic Adverse Events*	Placebo (N=94)	TNX-102 SL 2.8 mg (N=93)	TNX-102 SL 5.6 mg (N=50)
Somnolence	6.4%	11.8%	16.0%
Dry Mouth	10.6%	4.3%	16.0%
Headache	4.3%	5.4%	12.0%
Insomnia	8.5%	7.5%	6.0%
Sedation	1.1%	2.2%	12.0%
Administration Site Reactions*			
Hypoaesthesia oral	2.1%	38.7%	36.0%
Paraesthesia	3.2%	16.1%	4.0%
Glossodynia	1.1%	3.2%	6.0%

Trial completion rates: 73% placebo; 79% TNX-102 SL 2.8 mg; 84% TNX-102 SL 5.6 mg

*at rates of >5% in either drug-treated arm, Safety population N=237

Products in Development



¹New Drug Application
²BLA –Biologic Licensing Application

TNX-601 (Tianeptine Oxalate): A Potential Clinical Candidate for PTSD

Pre-IND Candidate

- Targeted as a 1st line monotherapy for **PTSD**: oral formulation for daytime dosing
  - ✓ **Leverages expertise in PTSD (clinical and regulatory experience, market analysis, etc.)**
  - ✓ **Mechanism of Action (MOA) is different from TNX-102 SL**
- Tianeptine sodium (amorphous) has been approved in EU, Russia, Asia and Latin America for depression since 1987 with established post-marketing experience
- Identified new oxalate salt polymorph with improved pharmaceutical properties ideal for reformulation
- **Filed patent application on novel salt polymorph**
- Issued patent on steroid-induced cognitive impairment and memory loss issues

Targeting a Public Health Challenge

- **Clinical evidence for PTSD**
- Several studies have shown tianeptine to be active in the treatment of PTSD[1-4]

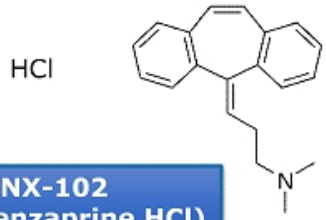
1. Frančišković T, et al. Psychiatr Danub. 2011 Sep;23(3):257-63. PMID: 21963693
2. Rumyantseva GM and, Stepanov AL. Neurosci Behav Physiol. 2008 Jan;38(1):55-61. PMID: 18097761
3. Aleksandrovskiĭ IA, et al. Zh Nevrol Psikhiatr Im S S Korsakova. 2005;105(11):24-9. PMID: 16329631 [Russian]
4. Onder E, et al. Eur Psychiatry. 2006 (3):174-9. PMID: 15964747

Structural Comparison: TNX-102 SL and TNX-601

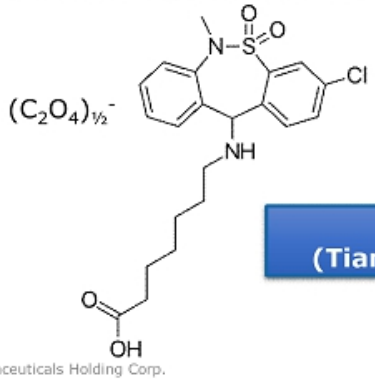
Cyclobenzaprine and tianeptine share structural similarities with classic tricyclic antidepressants (TCAs) and to each other, but each has unique pharmacological properties

- Tianeptine has a 3-chlorodibenzothiazepine nucleus with an aminoheptanoic side chain

Tianeptine leverages Tonix's expertise in the pharmacology and development of tricyclics



TNX-102 (Cyclobenzaprine HCl)



TNX-601 (Tianeptine oxalate)

TNX-601: A Potential Clinical Candidate for PTSD

The active pharmaceutical ingredient (API) is a novel oxalate salt of tianeptine

- Shares structural features with tricyclic antidepressants, but has unique pharmacological and neurochemical properties[1]
- GMP synthesis developed

Mechanism of Action

- **Tianeptine modulates the glutamatergic system indirectly**
  - Does not have significant affinity (K_i>10μM) for NMDA or AMPA receptors
- **Tianeptine is a weak μ-opioid receptor (MOR) agonist**
  - Controlled substance in France, Bahrain and Singapore
- **Tianeptine has been shown to oppose deleterious effects of chronic stress on brain structure and plasticity**

Important Characteristics of TNX-601

- **TNX-601: Novel oxalate salt and polymorph of tianeptine**
  - Improved stability, consistency and manufacturability
  - Benefited from human experience established in ex-U.S. approved countries
  - Potential safety and efficacy evidence in published PTSD studies[4-7]
- **5 year Hatch-Waxman exclusivity for first time approval in the U.S.**
- **Patent filed on novel oxalate salt and polymorph**

1. McEwen, Bruce S., et al. The neurobiological properties of tianeptine (Stablon): from monoamine hypothesis to glutamatergic modulation. Molecular psychiatry 2010; 15.3: 237-249
4. Frančišković T, et al. Psychiatr Danub. 2011 Sep;23(3):257-63. PMID: 21963693
5. Rumyantseva GM and, Stepanov AL. Neurosci Behav Physiol. 2008 Jan;38(1):55-61. PMID: 18097761
6. Aleksandrovskii IA, et al. Zh Nevrol Psikhiatr Im S S Korsakova. 2005;105(11):24-9. PMID: 16329631 [Russian]
7. Onder E, et al. Eur Psychiatry. 2006 (3):174-9. PMID: 15964747

NMDA; N-methyl-D-aspartate, AMPA; α-amino-3-hydroxy-5-methyl-4-isoxazolepropionic acid

TNX-801 (Synthetic Live Horsepox Virus)
A Potential Smallpox-Preventing Vaccine

Pre-IND Candidate

Potential improvement over current methods for biodefense against smallpox

- ✓ Leverages government affairs effort
- ✓ Collaboration with Professor David Evans and Dr. Ryan Noyce at University of Alberta
- ✓ Protective vaccine activity in mice has been demonstrated
- ✓ Patent application on novel vaccine submitted

Regulatory strategy

- FDA's "Animal Rule" can be applied to establish human efficacy
- Good Manufacturing Practice (GMP) virus in development for human safety study

Targeting a Public Health Issue

Material threat medical countermeasure under 21st Century Cures Act

- Qualifies for receiving **Priority Review Voucher** on approval
  - ✓ **Priority Review Vouchers have no expiration date, are transferrable and have sold for ~$125 M**
- ACAM2000 vaccine developed by Acambis was acquired by Sanofi in 2008 for $513 M
  - ✓ **ACAM2000 was sold to U.S. Strategic National Stockpile[1]**

[1] Nalca, A et al. Drug design, development and Therapy: 4:71-79 (2010)

TNX-801: Synthetic Live Horsepox Virus A Potential Smallpox-Preventing Vaccine

Synthesis from sequence of a 1976 Mongolian isolate[1]

In mice, TNX-801 behaved like attenuated vaccinia virus (vaccinia virus is foundation of current smallpox vaccines)

How is horsepox related to modern vaccines?

- Multiple sources[2-4] indicate that the smallpox vaccine discovered by Dr. Edward Jenner in the early 19th century was likely a horsepox virus
- Evidence indicates that modern smallpox vaccines descend from a HPXV-like ancestral strain
- Horsepox is now believed to be extinct[4]

1. Tulman et al., Journal of Virology, 2006; 80(18): 9244-9258.
2. Qin et al., Journal of Virology, 2011; 85(24):13049-13060.
3. Medaglia et al., Journal of Virology, 2015; 89(23):11909-11925.
4. Esparza J. Veterinary Record. 2013; 173: 272-273.

Horsepox - Better Tolerability as a Vaccine?

Horsepox is caused by HPXV and is characterized by mouth and skin eruptions

HXPV isolate from the 1976 outbreak later sequenced

Modern vaccinia virus smallpox vaccines are associated with cardiotoxicity; may have acquired undesirable properties not present in an ancestral virus (likely HPXV)

Horsepox has potential for slower proliferation or decreased toxicity

A Better Smallpox-Preventing Vaccine is Important and Necessary Today

Smallpox was eradicated as a result of global public health campaigns

No cases of naturally-occurring smallpox have been reported since 1977

Accidental or intentional transmission of smallpox does not require a natural reservoir

Stockpiles of smallpox-preventing vaccines are currently maintained and refreshed in case of need

TNX-801: A Potential Medical Countermeasure

21st Century Cures Act (2016), Section 3086

- Encouraging treatments for agents that present a national security threat

Medical countermeasures are drugs or vaccines intended to treat:

- Biological, chemical, radiological, or nuclear agents that present a national security threat
- Harm from a condition that may be caused by administering a drug or biological product against such an agent

New Priority Review Voucher program for "material threat medical countermeasures"

- Priority Review Voucher may be transferred or sold

TNX-801: A Potential Smallpox-Preventing Vaccine

Synthetic live virus HPXV TNX-801

- Shares structural characteristics with vaccinia-based vaccines
- Unique properties that suggest lower toxicity
- Smallpox has a ~30% mortality rate in vaccine-naïve populations

Mechanism of Action

Live virus vaccines stimulate cross-reactive immunity

- Protects from consequences of infection with smallpox agent
- Renders recipient "immune"
- Provides additional protection of non-immunized population

Important Characteristics of TNX-801

Potential safety advantage over existing vaccines

- Cardiotoxicity limits use of existing vaccines

Exclusivity

- Patent filed on novel virus composition
- Anticipate 12 years exclusivity

Financial overview

NASDAQ: TNXP	
Cash, cash equivalents, and marketable securities reported at March 31, 2017	$22.4 million
Approximate net proceeds from at-the-market offering in April 2017	$8.0 million
Approximate net proceeds from underwritten offering closed in April 2017	$8.3 million
Shares outstanding as of May 12, 2017	7.5 million

Management Team

Seth Lederman, MD
President & CEO

TARGENT · Fusilev (levoleucovorin) for injection · vela

Gregory Sullivan, MD
Chief Medical Officer

Columbia University Department of Psychiatry · New York State Psychiatric Institute

Bradley Saenger, CPA
Chief Financial Officer

Shire · VERTEX · Steward · pwc

Jessica Morris
EVP, Operations

Deutsche Bank · svb Silicon Valley Bank · American Capital

Board of Directors

Seth Lederman, MD Chairman	**Ernest Mario, PhD** ALZA, Glaxo, Reliant Pharma
Stuart Davidson Labrador Ventures, Alkermes, Combion	**Charles Mather** BTIG, Janney, Jefferies, Cowen, Smith Barney
Patrick Grace Apollo Philanthropy, WR Grace, Chemed	**John Rhodes** NYSERDA, NRDC, Booz Allen Hamilton
Donald Landry, MD, PhD Chair of Medicine, Columbia University	**Samuel Saks, MD** Jazz Pharma, ALZA, Johnson & Johnson

Milestones – Recently Completed and Upcoming

TNX-102 SL – Posttraumatic Stress Disorder

☑	May 2016	Reported results from Phase 2 AtEase study
☑	August 2016	End-of-Phase 2 meeting with FDA - Proposed Phase 3 clinical and NDA plan accepted
☑	December 2016	Breakthrough Therapy designation granted by FDA
☑	January 2017	FDA concurrence with Phase 3 HONOR study design in military-related PTSD
☑	1Q 2017	Initial Cross-disciplinary Breakthrough Meeting with FDA
☑	1Q 2017	Commenced enrollment of Phase 3 HONOR Study
☑	2Q 2017	U.S. Patent No. 9,636,408 issued for Eutectic formulation of TNX-102 SL
☐	1H 2018	Anticipated interim analysis of Phase 3 HONOR study in ~275 participants
☐	2H 2018	Anticipated topline results of Phase 3 HONOR study in 550 participants (if needed)

Summary

Strong position for value growth with Phase 3 development in a major medical indication: PTSD including military-related PTSD

- PTSD is an important public health issue

TNX-102 SL for PTSD is designated as a Breakthrough Therapy by FDA

- Accelerated development and approval process is expected

Phase 3 HONOR study in military-related PTSD began enrollment in 1Q 2017

- Outcome of the interim analysis on ~275 participants (50% randomized) expected to be available 1H 2018
- Fully funded through the 100% completion of the 550-participant trial, if needed, and announcement of topline results expected in 2H 2018

TONIX PHARMACEUTICALS

NASDAQ: TNXP

Thank you!