

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): September 12, 2017

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:

Marc J. Ross, Esq.  
James M. Turner, Esq.  
Sichenzia Ross Ference Kesner LLP  
1185 Avenue of the Americas, 37<sup>th</sup> Floor  
New York, New York 10036  
Tel: (212) 930-9700 Fax: (212) 930-9725

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 12, 2017, the Board of Directors (the "Board") of Tonix Pharmaceuticals Holding Corp. (the "Company"), on the recommendation of its Nominating and Corporate Governance Committee, increased the number of directors to nine and appointed Ms. Margaret Smith Bell as a director of the Company, effective immediately.

Previously, Ms. Bell was a Vice President at Standard Life Investments where she was a portfolio manager and health care equity analyst. Ms. Bell was also a Managing Director at Putnam Investments, and served as a senior health care analyst and a portfolio manager of the Putnam Health Sciences Trust. Ms. Bell was an analyst and vice president at State Street Research and a research analyst at Alex. Brown & Sons, Inc. Ms. Bell is a past member of the Board of Overseers at Beth Israel Deaconess Medical Center. Ms. Bell holds a B.A. from Wesleyan University and an M.B.A. from the Wharton School at the University of Pennsylvania.

Ms. Bell will hold office until the next annual meeting of shareholders and until her successor shall have been elected and qualified or until her earlier death, resignation or removal. The Board has determined that Ms. Bell satisfies the definition of "independent" director, including, without limitation, the applicable requirements of the NASDAQ Listing Rules and the Securities Exchange Act of 1934, as amended. The committee or committees of the Board to which Ms. Bell will be appointed has not been determined.

The Board, on the recommendation of its Compensation Committee, awarded Ms. Bell 20,000 stock options, which vest on the first anniversary of issuance and are exercisable at \$4.25 per share.

There is no understanding or arrangement between Ms. Bell and any other person pursuant to which Ms. Bell was selected as a director. Ms. Bell does not have any family relationship with any director, executive officer or person nominated or chosen by us to become a director or executive officer.

**ITEM 7.01 Regulation FD Disclosure.**

On September 14, 2017, the Company issued a press release relating to the appointment of Ms. Bell, as discussed in Item 5.02 above. A copy of the press release that discusses these matters is filed as Exhibit 99.01 to, and incorporated by reference in, this report.

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 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.01 [Press Release, dated September 14, 2017, issued by Tonix Pharmaceuticals Holding Corp.\\*](#)

---

\* 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: September 14, 2017

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

**Tonix Pharmaceuticals Elects Margaret Smith Bell to the Board of Directors**

NEW YORK, Sept. 14, 2017 (GLOBE NEWSWIRE) -- Tonix Pharmaceuticals Holding Corp. (Nasdaq:TNXP) (Tonix), a company in Phase 3 development of Tonmya®\* (cyclobenzaprine HCl sublingual tablets), or TNX-102 SL, a U.S. Food and Drug Administration-designated Breakthrough Therapy for the treatment of posttraumatic stress disorder (PTSD), and in various development stages for other innovative pharmaceutical and biological products, today announced the appointment of Margaret Smith Bell to the Board of Directors. Ms. Bell has over 18 years of experience in healthcare equities portfolio management and research.

“We are pleased to announce the recruitment of Ms. Bell to our board of directors. Ms. Bell’s experience in healthcare finance, investing and research adds to the broad expertise of our board,” said Seth Lederman, M.D., president and chief executive officer of Tonix. “Her joining comes at a key period of value creation as we move toward Phase 3 interim data in the first half of 2018.”

“I am excited to contribute to the efforts of Tonix, a global leader in developing therapeutics to treat posttraumatic stress disorder,” commented Ms. Bell. “I look forward to helping the company at this critical time as it moves forward with the development Phase 3 of Tonmya and its additional pipeline programs.”

Margaret Smith Bell was a Vice President at Standard Life Investments where she was a portfolio manager and health care equity analyst. Previously, Ms. Bell was a Managing Director at Putnam Investments, and served as a senior health care analyst and a portfolio manager of the Putnam Health Sciences Trust. Ms. Bell’s healthcare experience also includes equity research positions with State Street Research and Alex. Brown & Sons, Inc. Ms. Bell is a past member of the Board of Overseers at Beth Israel Deaconess Medical Center. Ms. Bell holds a B.A. from Wesleyan University and an M.B.A. from the Wharton School at the University of Pennsylvania.

*\*Tonmya has been conditionally accepted by the U.S. Food and Drug Administration (FDA) as the proposed trade name for TNX-102 SL (cyclobenzaprine HCl sublingual tablets) for PTSD. TNX-102 SL is an investigational new drug and has not been approved for any indication.*

**About Tonix Pharmaceuticals Holding Corp.**

Tonix is developing innovative pharmaceutical and biological products to address major public health challenges. In addition to Tonmya for PTSD, Tonix is developing TNX-601 (tianeptine oxalate), a clinical candidate at pre-IND (Investigational New Drug) application stage, designed as a daytime treatment for PTSD and TNX-801, a live synthetic version of horsepox virus, at the pre-IND application stage, to be developed as a potential smallpox-preventing vaccine.

This press release and further information about Tonix can be found at [www.tonixpharma.com](http://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*

## **Contacts**

Jessica Morris (investors)  
Tonix Pharmaceuticals  
investor.relations@tonixpharma.com  
(212) 980-9159

Rich Allan (media)  
Russo Partners  
rich.allan@russopartnersllc.com  
(646) 942-5588