

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): February 13, 2018

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))

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.

(b) On February 13, 2018, Stuart Davidson resigned from the Board of Directors (the “Board”) of Tonix Pharmaceuticals Holding Corp. (the “Company”). Mr. Davidson’s resignation was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Mr. Davidson was Chair of the Board’s Compensation Committee.

(d) Also on February 13, 2018, the Board, on the recommendation of its Nominating and Corporate Governance Committee (the “NCG Committee”), appointed David L. Grange, a retired U.S. Army Brigadier General, as a director of the Company, effective immediately, and appointed Gen. Grange to serve on the NCG Committee.

Gen. Grange has been Chief Executive Officer of Pharm-Olam International, Ltd. (“Pharm-Olam”), a contract research organization, since April 2017. Prior to joining Pharm-Olam, Gen. Grange was President and founder of Osprey Global Solutions, LLC (“OGS”), a Service Disabled Veterans Organization, from 2009 to 2017. Prior to founding OGS, Gen. Grange held various positions with Pharmaceutical Product Development, Inc., a contract research organization, from 2003 to 2009, including as a member of the Board of Directors and Chief Executive Officer.

The Board, on the recommendation of its Compensation Committee, awarded Gen. Grange 7,000 stock options, which vest on the first anniversary of issuance and are exercisable at \$3.40 per share.

There is no understanding or arrangement between Gen. Grange and any other person pursuant to which Gen. Grange was selected as a director. Gen. Grange 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.

The full text of the press release issued in connection with Gen. Grange’s appointment to the Board and Mr. Davidson’s resignation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.01 Press release, dated February 15, 2018, 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: February 15, 2018

By: /s/ Seth Lederman
Seth Lederman
Chief Executive Officer

Tonix Pharmaceuticals Appoints David L. Grange to the Board of Directors

NEW YORK, Feb. 15, 2018 (GLOBE NEWSWIRE) -- Tonix Pharmaceuticals Holding Corp. (Nasdaq:TNXP) (Tonix), today announced the appointment of David L. Grange, a retired U.S. Army Brigadier General, to the Board of Directors. In addition to his military experiences, Gen. Grange brings expertise in business and government partnerships, as well as experience in clinical and laboratory services. Gen. Grange assumes the seat held by Stuart Davidson, who has stepped down from the position of company director that Mr. Davidson has held since 2011.

“General Grange’s extensive knowledge in veteran affairs, public health, and clinical trials will be of great value to Tonix, as we develop our late-stage candidate, Tonmya*, for the treatment of posttraumatic stress disorder, as well as additional therapeutic candidates in our diverse pipeline,” said Seth Lederman, M.D., President and Chief Executive Officer of Tonix. “We would also like to extend our great thanks to Mr. Davidson for his long service and many contributions as the company has evolved.”

“I am excited to join the Tonix Board and I look forward to using my experience in military service, public service and as a corporate executive in clinical research organizations to further the mission of the company to develop new treatments for PTSD. I believe the potential treatments that Tonix is developing could be valuable for the health and well-being of those who have served our country in the armed forces and also to our Nation’s readiness,” commented Gen. Grange.

“Working with Tonix has been a truly rewarding experience,” commented Stuart Davidson, Managing Partner of Labrador Ventures and Co-Founder and Chairman of Sonen Capital, an impact investment management firm. “I’m pleased to have been a part of Tonix from inception and continue to have high expectations for the company’s future and its development programs.”

Gen. Grange is currently Chief Executive Officer of Pharm-Olam International, Ltd. Prior to joining Pharm-Olam, he was President of Osprey Global Solutions, LLC “OGS”, a Service Disabled Veterans Organization. Gen. Grange served as the Chief Executive Officer of Pharmaceutical Product Development, Inc. “PPDI”, where he oversaw clinical and laboratory operations. Prior to PPDI he served in the McCormick Tribune Foundation for 10 years, most recently as Chief Executive Officer and President, where he also oversaw the support of Veteran Programs. Gen. Grange served 30 years in the U.S. Army as a Ranger, Green Beret, Aviator, Infantryman and a member of special operating units. At the Pentagon, he was Director of Army Current Operations, Readiness, and Mobilization. Gen. Grange commanded the Ranger Regiment and the First Infantry Division (the Big Red One). He holds a master’s degree in Public Service from Western Kentucky University.

*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 a clinical-stage biopharmaceutical company focused on discovering and developing pharmaceutical products to treat serious neuropsychiatric conditions and to improve biodefense through developing potential medical counter-measures. Tonix’s lead product candidate, Tonmya, or TNX-102 SL, is in Phase 3 development as a bedtime treatment for PTSD. Tonix is also developing TNX-102 SL as a bedtime treatment for agitation in Alzheimer’s disease and has completed a pre-IND (Investigational New Drug) meeting with the FDA. TNX-601 (tianeptine oxalate) is in the pre-IND application stage, also for the treatment of PTSD but designed for daytime dosing. Tonix’s lead biologic candidate, TNX-801, is a potential smallpox-preventing vaccine based on a live synthetic version of horsepox virus, currently in the pre-IND application stage.

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 periodic reports filed with the SEC on or after the date thereof. 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 thereof.

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