

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Fogarty Siobhan</u>  (Last) (First) (Middle) C/O TONIX PHARMACEUTICALS HOLDING CORP 26 MAIN STREET,SUITE 101  (Street) CHATMAN NJ 07928  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2025	3. Issuer Name and Ticker or Trading Symbol <u>Tonix Pharmaceuticals Holding Corp. [ TNXP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <u>Chief Technology Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value per share	1	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option <sup>(1)</sup>	03/01/2018	03/01/2027	Common Stock	1	352,000,000	D	
Stock Option <sup>(2)</sup>	02/13/2019	02/13/2028	Common Stock	1	217,600,000	D	
Stock Option <sup>(3)</sup>	02/26/2020	02/26/2029	Common Stock	1	12,096,000	D	
Stock Option <sup>(4)</sup>	05/06/2020	05/06/2029	Common Stock	1	13,120,000	D	
Stock Option <sup>(5)</sup>	02/25/2021	02/25/2030	Common Stock	1	256,000	D	
Stock Option <sup>(6)</sup>	05/04/2021	05/04/2030	Common Stock	1	492,800	D	
Stock Option <sup>(7)</sup>	02/23/2022	02/23/2031	Common Stock	1	780,800	D	
Stock Option <sup>(8)</sup>	02/15/2023	02/15/2032	Common Stock	1	132,352	D	
Stock Option <sup>(9)</sup>	02/23/2024	02/23/2033	Common Stock	4	14,622	D	
Stock Option <sup>(10)</sup>	02/27/2025	02/27/2034	Common Stock	26	1,177.6	D	

**Explanation of Responses:**

- The option was granted on March 1, 2017 pursuant to the Issuer's 2017 Stock Incentive Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 13, 2018 pursuant to the Issuer's 2018 Equity Incentive Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 26, 2019 pursuant to the 2019 Stock Incentive Plan (the "2019 Plan"). The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on May 6, 2019 pursuant to the 2019 Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 25, 2020 pursuant to the Issuer's 2020 Stock Incentive Plan (the "2020 Plan"). The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on May 4, 2020 pursuant to the 2020 Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 23, 2021, pursuant to the Issuer's Amended and Restated 2020 Stock Incentive Plan (the "A&R 2020 Plan"). The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 15, 2022, pursuant to the Issuer's A&R 2020 Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 23, 2023, pursuant to the Issuer's 2023 Employee Stock Purchase Plan (the "2023 Plan"). The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.
- The option was granted on February 27, 2024, pursuant to the Issuer's Amended and Restated 2020 Stock Incentive Plan. The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.

/s/ Siobhan Fogarty

02/14/2025

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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**POWER OF ATTORNEY**

Know all by these present that the undersigned hereby constitutes and appoints Jessica Morris and Bradley Saenger as their true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned the Form ID application and/or Passphrase Update Form for **Siobhan Fogarty**;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form ID application for EDGAR codes, and the timely filing of such Form with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal or state securities laws.

This Power of Attorney shall remain in full force and effect for ninety (90) days from the date herein, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 14, 2025.

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Siobhan Fogarty