

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 3, 2026

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.)

200 Connell Drive, Berkeley Heights, New Jersey 07922  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (862) 799-8599

N/A  
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	TNXP	The NASDAQ Capital Market

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.

Tonix Pharmaceuticals Holding Corp. (the "Company") is disclosing selected preliminary operating results for the year and quarter ended December 31, 2025, and certain preliminary financial condition information as of January 30, 2026, as set forth below:

- The Company ended the year with approximately \$207.6 million in cash and cash equivalents. As of January 30, 2026, the Company had 12,793,952 shares of common stock outstanding.
- The Company's net cash used in operating activities for the year ended December 31, 2025, was approximately \$99.0 million compared to \$60.9 million for the year ended December 31, 2024.
- The Company's capital expenditures for the year ended December 31, 2025, was approximately \$3.4 million compared to \$0.1 million for the year ended December 31, 2024.
- The Company's net loss for the year ended December 31, 2025, was approximately \$118.9 million compared to \$130.0 million for the year ended December 31, 2024.
- The Company's net revenue from sales of its marketed products for the year ended December 31, 2025, was approximately \$13.1 million compared to \$10.1 million for the year ended December 31, 2024.
  - o Net revenue from sales of Zembrace® SymTouch® and Tosymra® for the year ended December 31, 2025, was approximately \$11.7 million compared to \$10.1 million for the year ended December 31, 2024.
  - o Net revenue from sales of TONMYA™ for the period from November 17, 2025, to December 31, 2025, was approximately \$1.4 million.

The Company believes that its cash resources at December 31, 2025, will meet its planned operating and capital expenditure requirements into the first quarter of 2027.

The above information is preliminary financial information for the quarter and year ended December 31, 2025, and subject to completion. The unaudited, estimated results for the quarter and year ended December 31, 2025, are preliminary and were prepared by the Company's management, based upon its estimates, a number of assumptions and currently available information, and are subject to revision based upon, among other things, quarter and year end closing procedures and/or adjustments, the completion of the Company's consolidated financial statements and other operational procedures. This preliminary financial information is the responsibility of management and has been prepared in good faith on a consistent basis with prior periods. However, the Company has not completed its financial closing procedures for the quarter and year ended December 31, 2025, and its actual results could be materially different from this preliminary financial information, which preliminary information should not be regarded as a representation by the Company or its management as to its actual results for the quarter and year ended December 31, 2025. In addition, EisnerAmper LLP, the Company's independent registered public accounting firm, has not audited, reviewed, compiled, or performed any procedures with respect to this preliminary financial information and does not express an opinion or any other form of assurance with respect to this preliminary financial information. During the course of the preparation of the Company's financial statements and related notes as of and for the year ended December 31, 2025, the Company may identify items that would require it to make material adjustments to this preliminary financial information. As a result, prospective investors should exercise caution in relying on this information and should not draw any inferences from this information. This preliminary financial information should not be viewed as a substitute for full financial statements prepared in accordance with United States generally accepted accounting principles and reviewed by the Company's auditors.

The Company currently expects to file its Annual Report on Form 10-K, including its financial statements for the year ended December 31, 2025, on or about March 16, 2026.

**Item 8.01 Other Events.**

The information included in Item 2.02 is incorporated herein by reference.

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**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 3, 2026

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

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