

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person LEDERMAN SETH			2. Issuer Name and Ticker or Trading Symbol Tonix Pharmaceuticals Holding Corp. [TNXP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O TONIX PHARMACEUTICALS HOLDING CORP, 509 MADISON AVE., SUITE 306			3. Date of Earliest Transaction (Month/Day/Year) 03/18/2014			Chief Executive Officer		
(Street) NEW YORK, NY 10022			4. If Amendment, Date 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 Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	Following Reported Transaction(s) (Instr. 3 and 4)	
					Code	V			Amount	(A) or (D) Price
Common Stock, \$0.001 par value	03/18/2014		J(1)	25,000	A	\$ 12.15	29,167	I	By Leder Laboratories, Inc. (2)	
Common Stock, \$0.001 par value	03/18/2014		J(1)	25,000	A	\$ 12.15	29,167	I	By Starling Pharmaceuticals, Inc. (2)	
Common Stock, \$0.001 par value							50,074	D		
Common Stock, \$0.001 par value							184,628	I	By Lederman & Co., LLC (2)	
Common Stock, \$0.001 par value							32,457	I	By L&L Technologies, LLC (2)	
Common Stock, \$0.001 par value							58,972	I	By Targent Pharmaceuticals, LLC (2)	

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

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 control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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					of (D) (Instr. 3, 4, and 5)					(Instr. 4)	(Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
					Code	V	(A)	(D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEDERMAN SETH C/O TONIX PHARMACEUTICALS HOLDING CORP 509 MADISON AVE., SUITE 306 NEW YORK, NY 10022	X		Chief Executive Officer	

## Signatures

/s/ Seth Lederman		03/21/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) 25,000 shares of common stock was issued as partial consideration in connection with a sale of intellectual property assets to the Issuer. The price of the stock was determined based on the closing price on the date of closing of the transaction.

(2) Reporting person may be deemed to be a control person of this entity.

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

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