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

Washington, D.C. 20549 STATEMENT OF CHANGES IN 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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| (Print or Type Respo                                     | onses)   |   |  |       |   |   |   |  |  |                         |
|--|--|---|--|-------|---|---|---|--|--|-------------------------|
| 1. Name and Addres<br>DAUGHERTY E                        | on <sup>*</sup> 2. Issuer Na<br>Symbol<br>Tonix Phan<br>[TNXP] |   |  |       | U   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>Director 10% Owner<br>_X Officer (give title Other (specify below) |   |  |  |                         |
| (Last)<br>C/O TONIX PHA<br>HOLDING COR<br>AVE., SUITE 30 | (monui/Duy)  | /Year)  | insac  | ction |   | below) See Remarks  |   |  |  |                         |
| NEW YORK, NY   |  | 4. If Amendment, Date Original<br>Filed(Month/Day/Year) |  |       |   |   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |                         |
| (City)   | (State) (Zip)  | Table I -   | Non-De                                       | riva  | tive Secu   | rities  | Acqui   | ired, Disposed of, or H  | Beneficially (   | Owned                   |
| 1.Title of Security<br>(Instr. 3)                        |  |   | 3.<br>Transact<br>Code<br>(Instr. 8)<br>Code | tion  | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>Amount (D) Price |   | or<br>D)<br>15)   | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

|            | Conversion              | Date<br>(Month/Day/Year) | · · · · ·        | 4.<br>Transact<br>Code | tion          | 5. Numb<br>of |        | 6. Date Exe                 | rcisable and    | 7. Title and        | Amount                       | 8. Price of        | 9. Number of | 10.        | 11. Nature  |
|------------|-------------------------|--------------------------|------------------|------------------------|---------------|---------------|--------|-----------------------------|-----------------|---------------------|------------------------------|--------------------|--------------|------------|-------------|
| Security   | or Exercise<br>Price of | (Month/Day/Year)         | · · · · ·        |                        |               | of            |        |                             |                 | 7. Title and Amount |                              |                    |              |            |             |
| 2          | Price of                | · · · ·                  | any              | Code                   |               |               | on of  |                             | Expiration Date |                     | of Underlying                |                    | Derivative   | Ownership  | of Indirect |
| (Instr. 3) |                         |                          |                  | Couc                   |               | Derivative (  |        | (Month/Day/Year)            |                 | Securities          |                              | Security           | Securities   | Form of    | Beneficial  |
|            | Derivative              |                          | (Month/Day/Year) | (Instr. 8              | )             | Securities    |        | (Instr. 3 and 4) (Instr. 5) |                 | (Instr. 5)          | Beneficially                 | Derivative         | Ownership    |            |             |
|            |                         |                          |                  |                        |               | Acquire       | 1      |                             |                 |                     |                              | Owned              | Security:    | (Instr. 4) |             |
|            | Security                |                          |                  |                        |               | (A) or        |        |                             |                 |                     |                              |                    | Following    | Direct (D) |             |
|            |                         |                          |                  |                        |               | Dispose       | sed of |                             |                 |                     |                              |                    | or Indirect  |            |             |
|            |                         |                          |                  |                        | (D)           |               |        |                             |                 |                     |                              | Transaction(s)     |              |            |             |
|            |                         |                          |                  |                        | (Instr. 3, 4, |               |        |                             |                 |                     |                              | (Instr. 4)         | (Instr. 4)   |            |             |
|            |                         |                          |                  |                        |               | and 5)        |        | 1                           |                 |                     |                              |                    |              |            |             |
|            |                         |                          |                  |                        |               |               |        |                             |                 |                     | Amount                       |                    |              |            |             |
|            |                         |                          |                  |                        |               |               |        | Dete                        | Employed        |                     | or                           |                    |              |            |             |
|            |                         |                          |                  |                        |               |               |        |                             | -               | Title               | Number                       |                    |              |            |             |
|            |                         |                          |                  |                        |               |               |        | Exercisable                 | Date            |                     | of                           |                    |              |            |             |
|            |                         |                          |                  | Code                   | V             | (A)           | (D)    |                             |                 |                     | Shares                       |                    |              |            |             |
| Stock      | ф. <u>г.</u> о <u>г</u> | 00/05/0015               |                  |                        |               | 26.000        |        | (1)                         | 02/25/2025      | Common              | 26.000                       | . (2)              | 26.000       | D          |             |
|            | \$ 5.95                 | 02/25/2015               |                  | A                      |               | 36,000        |        | <u>(1)</u>                  | 02/25/2025      | Stock               | 36,000                       | \$0(2)             | 36,000       | D          |             |
| Stock      | \$ 5.95                 | 02/25/2015               |                  | Code                   | -             | (A)<br>36,000 | (D)    | Exercisable                 | Date            | Title<br>Common     | or<br>Number<br>of<br>Shares | \$0 <sup>(2)</sup> | 36,000       |            | D           |

# **Reporting Owners**

| Reporting Owner Name / Address         | Relationships |           |               |       |  |  |  |
|--|---------------|-----------|---------------|-------|--|--|--|
| Reporting Owner Name / Address         | Director      | 10% Owner | Officer       | Other |  |  |  |
| DAUGHERTY BRUCE                        |               |           |               |       |  |  |  |
| C/O TONIX PHARMACEUTICALS HOLDING CORP |               |           | See Remarks   |       |  |  |  |
| 509 MADISON AVE., SUITE 306            |               |           | See Keillarks |       |  |  |  |
| NEW YORK, NY 10022                     |               |           |               |       |  |  |  |

## Signatures

| /s/Jessica Edgar, Attorney-in-Fact | 02/27/2015 |
|------------------------------------|------------|
| Signature of Reporting Person      | Date       |

# **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) The option vests 1/3rd on the first anniversary of issuance and 1/36th each month thereafter for 24 months.

(2) The option was granted pursuant to the Issuer's 2014 Stock Incentive Plan.

#### **Remarks:**

Chief Scientific Officer and Secretary

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

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

### LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Leland Gershell, Bruce Daugherty and Jessica Edgar, or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of Tonix Pharmaceuticals Holding Corp. (the "**Company**"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "**SEC**") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and

3. take any other action 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 or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

#### [SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 24th day of November, 2014.

Signed and acknowledged:

<u>/s/ Bruce Daugherty</u> Name: Bruce Daugherty