

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * LEDERMAN SETH <small>(Last) (First) (Middle)</small> C/O TONIX PHARMACEUTICALS HOLDING CORP, 26 MAIN STREET, SUITE 101 <small>(Street)</small> CHATHAM, NJ 07928 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Tonix Pharmaceuticals Holding Corp. [TNXP] 3. Date of Earliest Transaction (Month/Day/Year) 12/30/2020 4. If Amendment, Date Original Filed(Month/Day/Year) | 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) <div style="border: 1px solid black; padding: 2px; text-align: center;">Chief Executive Officer</div> 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.001 par value | 12/30/2020 | | P | | 35,000 | A | \$ 0.68 <u>(1)</u> | 118,267 | D | |
| Common Stock, \$0.001 par value | | | | | | | | 459 | D | |
| Common Stock, \$0.001 par value | | | | | | | | 177 | D | |
| Common Stock, \$0.001 par value | | | | | | | | 31 | I | By spouse |
| Common Stock, \$0.001 par value | | | | | | | | 30 | I | By Leder Laboratories, Inc. <u>(2)</u> |
| Common Stock, \$0.001 par value | | | | | | | | 30 | I | By Starling Pharmaceuticals, Inc. <u>(2)</u> |
| Common Stock, \$0.001 par value | | | | | | | | 205 | I | By Lederman & Co., LLC <u>(2)</u> |
| Common Stock, \$0.001 par value | | | | | | | | 33 | I | By L&L Technologies, LLC <u>(2)</u> |
| Common Stock, \$0.001 par value | | | | | | | | 59 | I | By Targent Pharmaceuticals, LLC <u>(2)</u> |

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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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 of (D) (Instr. 3, 4, and 5) | | 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) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEDERMAN SETH C/O TONIX PHARMACEUTICALS HOLDING CORP 26 MAIN STREET, SUITE 101 CHATHAM, NJ 07928 | X | | Chief Executive Officer | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Seth Lederman | | 12/30/2020 |
| <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).

The price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions ranged from \$0.6801 to \$0.6805, (1) inclusive. The reporting person undertakes to provide to Tonix Pharmaceuticals Holding Corp., any security holder of Tonix Pharmaceuticals Holding Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(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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