

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 SULLIVAN GREGORY M <small>(Last) (First) (Middle)</small>		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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Medical Officer	
C/O TONIX PHARMACEUTICALS HOLDINGS CORP, 26 MAIN ST., SUITE 101 <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 02/15/2022		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	
CHATHAM, NJ 07928 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)			

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				

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 (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						Title
Stock Option	\$ 0.207	02/15/2022		A		1,250,000		02/15/2023 ⁽¹⁾	02/15/2032	Common Stock	1,250,000	\$ 0 ⁽³⁾	1,250,000	D	
Stock Option	\$ 0.414	02/15/2022		A		1,250,000		02/15/2023 ⁽²⁾	02/15/2032	Common Stock	1,250,000	\$ 0 ⁽³⁾	1,250,000	D	
Stock Option	\$ 0.621	02/15/2022		A		1,250,000		02/15/2023 ⁽²⁾	02/15/2032	Common Stock	1,250,000	\$ 0 ⁽³⁾	1,250,000	D	
Stock Option	\$ 0.828	02/15/2022		A		1,250,000		02/15/2023 ⁽²⁾	02/15/2032	Common Stock	1,250,000	\$ 0 ⁽³⁾	1,250,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN GREGORY M C/O TONIX PHARMACEUTICALS HOLDINGS CORP 26 MAIN ST., SUITE 101 CHATHAM, NJ 07928			Chief Medical Officer	

Signatures

/s/ Gregory M. Sullivan 02/17/2022
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) One-third of the option vests on the first anniversary of issuance and 1/36th each month thereafter for 24 months.

(2) 10% of the option vests on the first anniversary of issuance, 10% on the second anniversary of issuance, 40% on the third anniversary of issuance, and 40% on the fourth anniversary of issuance.

(3) The option was granted pursuant to the Issuer's Amended and Restated 2020 Stock Incentive Plan.

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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