FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
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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)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Munger Edmund C						2. Issuer Name and Ticker or Trading Symbol VirnetX Holding Corp [VHC]								neck a	all applic Directo	able) r	ng Person(s) to Is		wner
						3. Date of Earliest Transaction (Month/Day/Year) 02/24/2010									Officer below)	(give title		Other (s below)	pecify
(Street) SCOTTS VALLEY (City)	, Ca		95066 (Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - Non	-Deriv	ative	Se	curities	Ac	quired, [Disp	osed o	f, or Be	neficia	ly O	wned				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						Execution Date,			3. Transaction Code (Instr. 8) 1. Transaction Code (Instr. 9) 1. Transaction Code (Instr. 9) 2. Transaction Code (Instr. 3, 4)					4 and Securitie Benefici		es Fo ally (D Following (I)		Ownership orm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) o (D)	Price	т	Transacti Instr. 3 a	on(s)			(111501.4)
	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 D if any (Month/Day/	ate, T	4. Transaction Code (Instr)				6. Date Exercisal Expiration Date (Month/Day/Year)		of Securities		ies g Security	Deri Sec	Price of ivative curity str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
				Code		v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares						
Stock Option Grant (Right to Buy)	\$5.48	02/24/2010			A		31,500		(1)	0	2/23/2020	Common Stock	31,500	\$	60.00	31,500)	D	

Explanation of Responses:

1. 1/48th of the total shares shall vest on March 24, 2010 and on the 24th day of each month thereafter so long as the reporting person's Continuous Service Status (as defined in the Issuer's 2007 Stock Plan) continues. If a Change of Control (as defined in the Issuer's 2007 Stock Plan) occurs, all of the Shares underlying this Option then unvested as of the date of the Change of Control will vest and become exercisable immediately prior to the consummation of the Change of Control transaction.

Remarks:

/s/ Kendall Larsen, Attorney-in-02/26/2010 Fact for Edmund C. Munger

** Signature of Reporting Person

Date

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

- * 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).

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

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 Number.