FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

OWNERSHIP

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

Name and Address of Reporting Person* BRIEN THOMAS M					2. Issuer Name and Ticker or Trading Symbol VirnetX Holding Corp [VHC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
O BRIEN THOMAS M								_	-				X	Direc	ctor	10% (Owner	
	. , , , , , , , , , , , , , , , , , , ,					3. Date of Earliest Transaction (Month/Day/Year) 08/25/2011									Officer (give title below)		Other below	(specify)
(Street) SCOTTS VALLEY (City)	, C <i>A</i>		05066 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person 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/Ye			.	Execution Date,		[3. 4. Securities Disposed Of Code (Instr. 8)					d 5) Sec		ount of ities icially d Following	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		Trans	action(s) 3 and 4)		(111311.4)	
Common Stock 08/25/201					011	1			S		20,000	D	\$21.5	036(1)	9	96,664	D	
Common Stock 08/26/201				011	11			S		7,000	D	\$22.2	143 ⁽²⁾	8	39,664	D		
Common Stock 08/29/201					011	11			S		13,000	D	\$23.	31 ⁽³⁾	7	76,664	D	
	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)	erivative ecurity or Exercise nstr. 3) Conversion or Exercise (Month/Day/Year) Price of Derivative Security Execution Date, if any (Month/Day/Year)			4. Transa Code (8)	instr.	5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed	Expir (Mon	te Exerciation D th/Day/		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares		Deriv Secu (Inst		9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

- 1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.75, inclusive. The reporting person undertakes to provide to VirnetX Holding Corporation, any security holder of VirnetX Holding Corporation, 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 in footnote (1) to this Form 4.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.50, inclusive. The reporting person undertakes to provide to VirnetX Holding Corporation, any security holder of VirnetX Holding Corporation, 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 in footnote (2) to this Form 4.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.50, inclusive. The reporting person undertakes to provide to VirnetX Holding Corporation, any security holder of VirnetX Holding Corporation, 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 in footnote (3) to this Form 4.

/s/ Kendall Larsen, Attorneyin-Fact for Thomas M. O Brien

08/29/2011

** 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.