

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2009

VIRNETX HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33852
(Commission File Number)

77-0390628
(IRS Employer Identification No.)

5615 Scotts Valley Drive, Suite 110 Scotts Valley, CA
(Address of principal executive offices)

95066
(Zip Code)

(831) 438-8200
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a - -12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d - -2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e - -4(c))
-

Item 7.01. Regulation FD Disclosure.

On October 9, 2009, VirnetX Holding Corporation (the “Company”) received a letter from the NYSE Amex LLC (the “Exchange”) stating that, based upon a review of publicly available information, the Company has now resolved the continued listing deficiencies referenced in the Exchange’s letter dated April 30, 2009. The Exchange noted that the Company’s continued listing eligibility will continue to be assessed on an ongoing basis.

The Company is now subject to the provisions of Section 1009(h) of the Exchange’s Company Guide that states that if the Company, within 12 months of October 30, 2009, is again determined to be below the continued listing standards, the Exchange staff may take appropriate action, which, depending upon the circumstances, may include providing the Company with an opportunity to submit a plan to the Exchange advising the Exchange of action the Company has taken, or will take, that would bring it into compliance with the continued listing standards, or the Exchange may immediately initiate delisting proceedings.

On October 13, 2009 the Company issued a press release reporting the matters described herein. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information contained in this report is furnished and not deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Forward-Looking Statements

Statements in this report that are not statements of historical or current fact constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other unknown factors that could cause the actual results of the company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. The forward-looking statements contained herein include, without limitation, statements relating to the company’s ability to regain compliance with the Exchange’s continued listing standards. In addition to statements which explicitly describe risks and uncertainties, readers are urged to consider statements labeled with the terms “will,” “believes,” “belief,” “expects,” “intends,” “anticipates,” “will seek to,” or “plans” to be uncertain and forward-looking. The forward-looking statements contained herein are also subject to all of the other risks and uncertainties that are described from time to time under the heading “Risk Factors” in the company’s reports filed with the Securities and Exchange Commission, most recently in the company’s Annual Report on Form 10-K filed on March 31, 2009 and the company’s Quarterly Report on Form 10-Q filed on May 11, 2009.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release of VirnetX Holding Corporation dated October 13, 2009.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of VirnetX Holding Corporation dated October 13, 2009.



VirnetX Regains Listing Compliance with NYSE Amex

Full Concentration on Licensing and GABRIEL Beta

SCOTTS VALLEY, Calif. – October 13, 2009 – VirnetX Holding Corporation (NYSE Amex: VHC), a secure real-time communications and collaboration technology company, today announced that it had received a letter from the NYSE Amex confirming that based upon a review of publicly available information, it has now resolved the continued listing deficiencies referenced in the NYSE Amex’s letter dated April 30, 2009. The Exchange noted that the Company’s continued listing eligibility will continue to be assessed on an ongoing basis.

“We are very pleased to have resolved deficiencies with the NYSE Amex,” said Kendall Larsen, VirnetX’s president and CEO. “It’s important that our stock holders know that we are in compliance with the Exchange especially as we embark upon licensing and prepare to Beta test the GABRIEL Connection Technology.”

About VirnetX

VirnetX Holding Corporation, a secure real-time communications and collaboration technology company, is engaged in commercializing its patent portfolio by developing a licensing program, as well as developing software products designed to create a secure environment for real-time communications such as instant messaging and Voice over Internet Protocol. The Company’s patent portfolio includes over 25 U.S. and foreign patents and pending applications which specifically cover the Company’s unique GABRIEL Connection Technology. For more information, please visit <http://www.virnetx.com>.

Safe Harbor Agreement

Statements in this press release that are not statements of historical or current fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other unknown factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. In addition to statements which explicitly describe such risks and uncertainties, readers are urged to consider statements labeled with the terms "believes," "belief," "expects," "intends," "anticipates," "will," "prepared to," or "plans" to be uncertain and forward-looking. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company’s reports and registration statements filed with the Securities and Exchange Commission, including those under the heading "Risk Factors" in the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2009.

Contact:

Greg Wood
VirnetX Holding Corporation
831.438.8200
greg_wood@virnetx.com