FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL								
OMB Number:	3235-0287								
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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 Short Ro		2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]									ck all applica Director	able)	ing Person(s) to Issuer  10% Owner		wner					
(Last) (First) (Middle) C/O 308 DORLA COURT SUITE 206						3. Date of Earliest Transaction (Month/Day/Year) 05/31/2018									X Officer (give title below) Other (specify below)  CTO and Chief Scientist					
(Street)  ZEPHYR COVE NV 89448  (City) (State) (Zip)					4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable ne)  X 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. Transac Date (Month/Da						2A Exc if a	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			r	5. Amount of Securities Beneficially Owned Followii		6. Owr Form: (D) or (I) (Ins	Direct I Indirect E tr. 4)	7. Nature of ndirect Beneficial Dwnership	
									Code	v	Amount	(A) or (D)	Pri	се	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common S	/2018	2018		A		13,333(1)	1) A \$		\$ <mark>0</mark>	56,6	56,667		D							
Common S											97,045		I		By: The Short Revocable Living Frust					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															1					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	ned n Date,	4. Transaction Code (Instr. 8)		5. Number of			Exerci	sable and te	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		ount	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followir Reporte Transac (Instr. 4)	ve ies ially ng ed ction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	or	ount nber ıres						
Stock Option(Right to Buy)	\$3.2	05/31/2018			A		20,000		(2)		05/31/2028	Common Stock	20,	000	\$0	20,0	000	D		

## **Explanation of Responses:**

- 1. Twenty-five percent (25%) of the Restricted Stock Units will vest on the one (1) year anniversary of the grant date, and twenty-five percent (25%) of the Restricted Stock Units will vest each year thereafter on the same day as the grant date, subject to Participant continuing to be a Service Provider (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) through each such date. If a Change in Control (as defined in the Plan) occurs, all of the Restricted Stock Units then unvested as of the date of the Change in Control will vest immediately prior to the consummation of the Change in Control transaction.
- 2. The Shares underlying this Option shall vest and become exercisable in accordance with the following schedule: 1/48 of the total number of Shares subject to the Option shall vest and become exercisable on the one-month anniversary of the grant date, and 1/48 of the total number of Shares subject to the Option shall vest and become exercisable on each monthly anniversary thereafter, so long as the individual's continuous status as a Service Provider (as defined in the Plan) has not terminated prior to each such date. If a Change in Control (as defined in the Plan) occurs, all of the Shares underlying this Option then unvested as of the date of the Change in Control, will vest and become exercisable immediately prior to the consummation of the Change in Control transaction.

/s/ Kendall Larsen, Attorney-infact for Robert D. Short III

06/04/2018

\*\* 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.