## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer su	ubject to
Section 16. Form 4 or Form 5	
obligations may continue. Se	е
Instruction 1(b).	

### STATEMENT OF CHANGES IN BENEFICIAL 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

OMB APPROVAL										
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I I Name and Address of Reporting Feison		* ]	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>VirnetX Holding Corp</u> [ VHC ]		tionship of Reporting Person all applicable) Director	n(s) to Issuer 10% Owner Other (specify below)	
(Last) 20330 STEVEN	Last) (First) (Middle) 20330 STEVENS CREEK BLVD.		3. Date of Earliest Transaction (Month/Day/Year) 11/24/2010		Officer (give title below)		
(Street) CUPERTINO (City)	CA (State)	95014 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line) 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V Amount (A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	11/24/2010		М		30,000	Α	\$5.88	30,000	D	
Common Stock	11/24/2010		S		30,000	D	<b>\$</b> 14.3321 <sup>(1)</sup>	0	D	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		d 7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Grant (right to buy)	\$5.88	12/31/2007		М			30,000	(2)	12/31/2017	Common Stock	30,000	\$0	0	D	

#### 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 \$14.20 to \$14.54, inclusive. The reporting person undertakes to provide to VirnetX Holding Corp, any security holder of VirnetX Holding Corp, 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. 1/36th of the total shares underlying this Option (the "Total Number of Shares") shall vest on August 5, 2007 and 1/36th of the Total Number of Shares shall vest on the 5th day of each month thereafter so long as the reporting person's Continuous Service Status (as defined in the Issuer's 2007 Stock Plan) with the Issuer continues. If a Change of Control (as defined in the Issuer's 2007 Stock Plan) of the Issuer 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.

#### /s/ Kendall Larsen, Attorney-in-11/29/2010

Fact for Scott C. Taylor

\*\* 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.