FORM 4

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

Washington, D.C. 20549

STATEMENT	OF CHANGES I	N BENEFICIAL	<b>OWNERSHIP</b>
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	OMB APPROVAL									
ľ	OMB Number:	3235-0287								
	Estimated average bu	rden								
Ш	hours ner response:	0.5								

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*  TAYLOR SCOTT C						2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]									tionship of all applications all applications all applications are all a	*		son(s) to Issuer		
(Last) C/O 308 SUITE 2	O 308 DORLA COURT						3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011									Officer (give title Other (specify below) below)				
(Street) ZEPHYR COVE NV 89448  (City) (State) (Zip)				_   4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
		Tab	ole I - N	Non-Deri	ivativ	e Sec	curit	ties Ad	cquire	ed, D	isposed o	of, or B	eneficia	ally (	Owned					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/		tion	n 2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amoun Securities Beneficia Owned Fo		int of es ally Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership					
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			(Instr. 4)	
Common Stock 11/15/201				2011	11		M		10,000	Α	\$4.4	4.4		10,000		D				
Common Stock 11/15/20			2011				S		10,000	D	\$22.568	689 <sup>(1)</sup> 0		0		D				
		7	Table I								posed of, , converti				wned					
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/Ye	ion Date,	4. Transa Code ( 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		Do	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Own For Dire or I (I) (	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				c	Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amoun or Numbe of Shares	nber						
Stock Option (Right to	\$4.4	11/15/2011			M			10,000	(2	2)	05/30/2018	Common	10,000	0	\$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 \$22.50 to \$22.74, 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. These options were fully vested and exercisable immediately on the date of grant.

/s/ Kendall Larsen, Attorney-in-11/17/2011 fact

\*\* 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.