

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>SLINEY WILLIAM E</u>  (Last) (First) (Middle) 5615 SCOTTS VALLEY DRIVE, SUITE 110  (Street) SCOTTS VALLEY CA 95066  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VirnetX Holding Corp [ VHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	04/01/2008 <sup>(1)</sup>		S <sup>(1)</sup>	5	D	\$6.2	161	I <sup>(2)</sup>	By Joyce M. Sliney Trust dated 6/1/90
Common Stock	12/04/2008		S <sup>(3)5</sup>	161	D	\$2.2001	0	I	By Joyce M. Sliney Trust dated 6/1/90
Common Stock	12/09/2008		P <sup>(3)</sup>	161	A	\$1.9864	161	I	By Joyce M. Sliney Trust dated 6/1/90

**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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$5.88						(4)	12/31/2017	Common Stock 383,095		383,095 <sup>(5)</sup>	D	

**Explanation of Responses:**

- This transaction was made without the actual knowledge of the Reporting Person by the Reporting Person's broker, who had discretionary authority over the account, in order to cover certain brokerage account fees.
- The Reporting Person disclaims beneficial ownership of all shares reflected on this Form 5 held indirectly in the Joyce M. Sliney Trust dated 6/1/90.
- This transaction occurred when the Reporting Person intended to transfer the account to another brokerage firm and the shares were inadvertently sold instead of transferred. The Reporting Person's sale of Issuer's common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 161 shares, with the Reporting Person's purchase of 161 shares of Issuer's common stock at a price of \$1.9864 per share on December 9, 2008. The Reporting Person has paid Issuer \$34.41, representing the full amount of the profit realized in connection with the short-swing transaction.
- 25% of the total shares subject to the option (the "Total Shares") vest on December 31, 2008, and 1/48th of the Total Shares shall vest each month thereafter. 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 vested 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.
- This transaction was reported timely on January 3, 2008, but was inadvertently reported using the Issuer's Central Index Key (CIK: 001082324) and not the Reporting Person's CIK.

**Remarks:**

/s/ William E. Sliney 02/14/2009  
 \*\* 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.

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