Check this box

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to STATEMENT OF CH m 4 or Form 5
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## GES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

Section 16. For 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*						2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Angelo Michael F					-			<del></del> 8	<u> </u>	,	,			X	Directo	or		10% Ow	ner	
	DORLA C	First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 05/23/2019									Officer below)	(give title		Other (s below)	pecify	
SUITE 206				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) ZEPHYR COVE NV 89448														X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)																	
		Tab	le I - Non	-Deriv	/ativ	e Se	curities	s Acc	quired,	Dis	oosed o	of, or Be	enefic	ially	Owned					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)						ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispos Code (Instr. 5)		Disposed	ties Acqui d Of (D) (In				es Fo ally (D Following (I)		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)	or Pr	ice	Reported Transact (Instr. 3	ion(s)			Instr. 4)	
Common Stock 05/23/2					3/201	/2019					8,333	(1) A	. 4	0.00	90,	,393		D		
		-	Table II - I (								sed of, onverti				Owned					
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day	ate, Trans			of		6. Date Ex Expiration (Month/Da	Date		e and 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly D	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code		v	(A)		Date Exercisabl		xpiration ate	Title	Amo or Num of Shai	nber						
Stock Option (Right to	\$5.68	05/23/2019			A		12,500		(2)	0	5/23/2029	Common Stock	12,5	500	\$0.00	12,500		D		

## **Explanation of Responses:**

- 1. The restricted stock units shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2020 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). 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 and become exercisable immediately prior to the consummation of the Change in Control transaction.
- 2. All shares underlying this option shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2020 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Plan) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). If a Change in Control (as defined in the Plan) occurs, all 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. This option will be exercisable for twelve (12) months after the Participant ceases to be a Service Provider, unless such termination is due to the Participant's death, Disability (as defined in the Plan), or Cause (as defined in the Plan), in which case the option shall vest in accordance with the terms of the Participant's option agreement.

## Remarks:

/s/ Kend<u>all Larsen, Attorney-in-</u> fact for Michael F. Angelo

05/29/2019

\*\* 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.