

**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).

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>Short Robert D III</u>  (Last) (First) (Middle) <u>C/O 308 DORLA COURT</u> <u>SUITE 206</u>  (Street) <u>ZEPHYR COVE NV</u> <u>89448</u>  (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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2018</u>	
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.15	02/16/2018		J <sup>(1)</sup>			120,000	(2)	09/14/2027	Common Stock	120,000	\$0.00	980,000	D	
Stock Option (Right to Buy)	\$3.55	02/16/2018		A		120,000		(3)	02/16/2028	Common Stock	120,000	\$0.00	120,000	D	

**Explanation of Responses:**

- As previously reported on a Form 4 filed on September 18, 2017 by the Reporting Person, the Reporting Person reported acquiring the options to purchase 1,100,000 shares of common stock pursuant to the Company's 2013 Equity Incentive Plan (the "Plan"). However, the Company subsequently determined that the options to purchase 120,000 shares of common stock were not validly granted pursuant to the Plan because they exceeded the limit on the number of shares subject to stock options that may be granted to any individual participant within any fiscal year. Accordingly, the attempted grant of these excess stock options was ineffective, and therefore the excess stock options are voided as if they were never granted to the Reporting Person. This Form 4 confirms the correct amount of shares subject to the option.
- 1/48 of the total number of shares subject to the option shall vest and become exercisable each month after the vesting commencement date on the same day as the vesting commencement date, so long as the Reporting Person'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 invested 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.
- 12,500 of the shares subject to the option are vested and exercisable on the Grant Date. Thereafter, 1/43 of the total number of shares subject to the option shall vest and become exercisable each month after the vesting commencement date on the same day as the vesting commencement date, so long as the Reporting Person'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 invested 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.

**Remarks:**

/s/ Kendall Larsen, Attorney-in-Fact for Robert D. Short III 02/21/2018

\*\* 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.