## FORM 4

Instruction 1(b)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>		
Section 16. Form 4 or Form 5				
obligations may continue. See				

	OMB APPR	OVAL					
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     O'BRIEN THOMAS M					VirnetX Holding Corp [ VHC ]									(Che	ck all applic Directo	able) r	g Pers	son(s) to Iss 10% Ov	vner
	(Last) (First) (Middle) C/O 308 DORLA COURT SUITE 206					/02/2							below)			Other (s below)			
(Street) ZEPHYR COVE NV 89448				4. 1	t Ame	endment, [	Jate of	Original F	iled	(Month/Da	ay/Year)		6. Inc Line)	Form fi	led by One	Repo	(Check Apporting Person	n	
(City)	(S	tate)	(Zip)																
		Tak	le I - Nor	n-Deriv	ative	e Se	curities	s Acq	uired, [	Disp	osed o	f, or B	ene	ficially	y Owned				
Da			Date	h/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			A) or 3, 4 and	5. Amou Securitie Beneficia Owned F Reported	s ally following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or	Price	Transact (Instr. 3 a	tion(s)			(iiisu. 4)
Common	Stock			06/02	2/201	/2016					8,333	(1) A		\$0.00	118	,329		D	
			Table II -				urities <i>i</i> s, warra								Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemee Execution I if any (Month/Day	Date,	4. Transactio Code (Instr				6. Date Exe Expiration Month/Day		7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)		Date Exercisable		xpiration ate	Title	or Nu of	umber					
Stock Option (Right to	\$4.82	06/02/2016			A		12,500		(2)	0	6/02/2026	Commo Stock	n 12	2,500	\$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 2017 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 2017 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 Thomas M. O'Brien

06/06/2016

\*\* 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.