

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
June 3, 2021

VirnetX Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33852
(Commission File Number)

77-0390628
(IRS Employer Identification No.)

308 Dorla Court, Suite 206
Zephyr Cove, Nevada 89448
(Address of principal executive offices, including zip code)

(775) 548-1785
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	VHC	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a)

The 2021 Annual Meeting of Stockholders (the “2021 Annual Meeting”) of VirnetX Holding Corporation (the “Company”) was held on June 3, 2021. Present at the 2021 Annual Meeting in person or by proxy were holders of 45,902,067 shares of the Company’s common stock, representing 64.60% of the voting power of the shares of the Company’s common stock as of April 9, 2021, the record date for the 2021 Annual Meeting, and constituting a quorum for the transaction of business. The matters that were voted upon at the 2021 Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, where applicable, are set forth below.

(b)

At the 2021 Annual Meeting, the Company’s stockholders (i) elected the Company’s nominees for Class II directors, (ii) ratified the appointment of Farber Hass Hurley LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2021 and (iii) approved the amendment of the Company’s 2013 Equity Incentive Plan (the “Plan”).

Proposal 1: Election of two Class II directors to serve until the 2024 Annual Meeting of Stockholders:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Thomas M. O’Brien	15,828,584	12,576,947	17,496,536
Robert D. Short III, Ph.D	24,910,502	3,495,029	17,496,536

Proposal 2: Ratification of the appointment of Farber Hass Hurley LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
40,487,552	4,506,561	907,954

Proposal 3: Approval of the amendment of the Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
22,293,375	5,797,168	314,988
