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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)  
September 4, 2015**

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**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)**

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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))
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## **ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On September 4, 2015, VirnetX Holding Corporation (the "Company") filed a base prospectus, dated September 2, 2015 and a prospectus supplement, dated September 4, 2015, with the Securities and Exchange Commission related to the previously announced at-the-market offering (the "Offering") of up to an aggregate of \$35,000,000 in shares of the Company's common stock, par value \$0.0001 per share (the "Shares"). The Offering will be made pursuant to a sales agreement (the "Agreement"), with Cowen and Company, LLC ("Cowen") under the Company's previously filed and effective Registration Statement on Form S-3 (File No. 333-206497). The Company is not obligated to make any sales of the Shares under the Agreement. Subject to the terms and conditions of the Agreement, Cowen will act as sales agent and use commercially reasonable efforts to sell on the Company's behalf all of the shares of common stock requested to be sold by the Company, consistent with its normal trading and sales practices, on mutually agreed upon terms between Cowen and the Company. The Company intends to use the proceeds of the Offering for Gabriel product development and marketing, and general corporate purposes, which may include working capital, capital expenditures, other corporate expenses and acquisitions of complementary products, technologies or businesses.

Under the Agreement, Cowen may sell the Shares by methods deemed to be an "at-the-market" offering, as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), including sales made directly on the NYSE MKT LLC, or on any other existing trading market for the Shares or to or through a market maker. In addition, under the Agreement, Cowen may sell the Shares by any other method permitted by law deemed to be an "at-the-market" offering, as defined in Rule 415 of the Securities Act, including negotiated transactions.

The Offering will terminate upon the earlier of (a) the sale of all of the Shares allowable under the Agreement or (b) the termination of the Agreement by Cowen or the Company.

The Company will pay Cowen a commission of 3.0% of the gross proceeds from the sale of shares under the Agreement in the offering and has agreed to provide Cowen with customary indemnification and contribution rights.

The above description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, filed as an exhibit to the Registration Statement. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The Agreement is incorporated by reference as Exhibit 10.1 to this Current Report on Form 8-K. A copy of the opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, relating to the validity of the issuance and sale of common stock in the offering is attached as Exhibit 5.1 hereto.

## **ITEM 9.01. EXHIBITS.**

- (d) Exhibits.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
- 10.1 Sales Agreement, dated August 20, 2015 by and between VirnetX Holding Corporation and Cowen and Company, LLC.\*
- 23.1 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).

\*Incorporated herein by reference from Exhibit 1.2 the Company's Registration Statement on Form S-3, dated August 20, 2015, File No. 333-206497.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VirnetX Holding Corporation**

By: \_\_\_\_\_ /s/ Kendall Larsen

**Kendall Larsen**  
**Chief Executive Officer**

Dated: September 4, 2015

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## EXHIBIT INDEX

Exhibit No.	Description
<a href="#">5.1</a>	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
10.1	Sales Agreement, dated August 20, 2015 by and between VirnetX Holding Corporation and Cowen and Company, LLC.*
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).

\*Incorporated herein by reference from Exhibit 1.2 the Company's Registration Statement on Form S-3, dated August 21, 2015, File No. 333-206497.

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Palo Alto, CA 94304-1050  
PHONE 650.493.9300  
FAX 650.493.6811  
www.wsgr.com

September 4, 2015

VirnetX Holding Corporation  
308 Dorla Court, Suite 206  
Zephyr Cove, NV 89448

**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to VirnetX Holding Corporation, a Delaware corporation (the “**Company**”), in connection with preparation and filing of a Registration Statement on Form S-3 (File No. 333-206497) (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), and the Prospectus Supplement filed pursuant to Rule 424(b) under the Securities Act, dated September 4, 2015 (the “**Prospectus Supplement**”), relating to the sale by the Company of shares of its common stock, par value \$0.0001 per share (the “**Common Stock**”) having an aggregate offering price of up to \$35,000,000 (the “**Shares**”).

The offering and sale of the Shares are being made pursuant to that certain Sales Agreement, dated as of August 20, 2015 (the “**Sales Agreement**”), by and between the Company and Cowen and Company, LLC (“**Cowen**”).

We have examined copies of the Sales Agreement, the Registration Statement and the Prospectus Supplement. We have also examined instruments, documents and records which we deem relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed (i) the authenticity of original documents and the genuineness of all signatures, (ii) the conformity to the originals of all documents submitted to us as copies, and (iii) the truth, accuracy, and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based on and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the Company, and when issued and delivered by the Company against payment therefor in accordance with the terms of the Sales Agreement, will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any other jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

AUSTIN BRUSSELS GEORGETOWN, DE HONG KONG NEW YORK PALO ALTO SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC

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VirnetX Holding Corporation  
September 4, 2015  
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We hereby consent to the use of this opinion as an exhibit to the Company's Current Report on Form 8-K, filed on or about September 4, 2015, for incorporation by reference into the Registration Statement. In giving our consent, we do not believe that we are "experts" within the meaning of such term as used in the Securities Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit.

Sincerely,

/s/ WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

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