FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1/h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

1. Name and Address of Reporting Person*							2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer						
Larsen Kendall							VirnetX Holding Corp [VHC]								(Check all applicable)						
Laisen Kendan														X	Directo		X				
(Last) (First) (Middle)														X	Officer below)	(give title		Other (s	specify		
5615 SCOTTS VALLEY DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 02/24/2010									,	Presider	nt & (CEO			
SUITE 110						02/24/2010															
SUITE	.10				L																
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
SCOTTS													Line) X Form filed by One Reporting Person								
VALEY CA 95066														Form filed by More than One Reporting							
					-									Person							
(City) (State) (Zip)																					
Table I. New Desirative Committee Associated Discount of an Describelly Council																					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of Security (Instr. 3) 2. Transa Date						ction 2A. Deeme Execution			3. Transaction		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				5. Amour Securitie				7. Nature of Indirect		
(Month/Da					/Day/Ye				Code (Instr. 5)		5)	(_ / (,		Beneficially Owned Following		(D) or Indirect (I) (Instr. 4)		Beneficial Ownership		
					· ·				+					Reported Transaction(s)		(1) (1115411 4)		(Instr. 4)			
					Code				′	Amount	(A) or (D)	Price	е	(Instr. 3 a							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
(e.g., puts, calls, warrants, options, convertible securities)																					
1. Title of	2.	3. Transaction	3A. Deeme		4.		5. Numl	ber	6. Date Exe		ble and	7. Title an			. Price of	9. Number		10.	11. Nature		
Derivative Security	Security or Exercise (Month/Day/Year) if any Co				Transa Code (Expiration Date of Securities (Month/Day/Year) Underlying			q	l s	Derivative Security	derivative Securities		Ownership Form:	Beneficial		
(Instr. 3)					8)							Derivative Securi (Instr. 3 and 4)		y (I	Instr. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)		
	Security					(A) or Disposed						,			Following Reported		(I) (Instr. 4)	` ′			
					of (D) (Instr. 3, 4 and 5)										Transactio	on(s)					
			H			1 1						Amount									
													or Numbe								
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	of Shares								
G: 1					Code	٧	(A)	(0)	Exercisable	100	ale	Title	Silares	1							
Stock Option												Common									
Grant (Right to	\$6.028	02/24/2010			A		10,209		(1)	02	2/23/2015	Stock	10,20)9	\$0.00	10,209	9	D			
Buy)																					
Stock																					
Option Grant	\$5.48	02/24/2010			A		24,791		(1)	02	2/23/2020	Common Stock	24,79)1	\$0.00	24,791	1	D			
(Right to Buy)												Stock									
Stock		<u> </u>						\vdash		+				+					1		
Option		00/04/0010					40.055		(1)		VIDD (CC. * F	Common	10.05		*0.00	40.0=		.			
Grant (Right to	\$6.028	02/24/2010			A		18,959		(1)	02	2/23/2015	Stock	18,95	9	\$0.00	18,959	}	I	By Spouse		
Buy)																					
Stock				Ţ																	
Option Grant	\$5.48	02/24/2010			A		16,041		(1)	02	2/23/2020	Common Stock	16,04	1	\$0.00	16,041	1	I	By Spouse		

Explanation of Responses:

1. 1/48th of the total shares shall vest on March 24, 2010 and on the 24th day of each month thereafter so long as the reporting person's Continuous Service Status (as defined in the Issuer's 2007 Stock Plan) continues. If a Change of Control (as defined in the Issuer's 2007 Stock Plan) occurs, all of the Shares underlying this Option then unvested as of the date of the Change of Control will vest and become exercisable immediately prior to the consummation of the Change of Control transaction.

Remarks:

Buy)

/s/ Kendall Larsen

02/26/2010

** 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.