

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)
August 28, 2024

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	NYSE

Indicate by check mark whether the registrant is an emerging growth company 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 3.01. NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On August 28, 2024, VirnetX Holding Corporation (the “**Company**”) received written notice (the “**Notice**”) from the New York Stock Exchange (the “**NYSE**”) that the Company is no longer in compliance with NYSE’s continued listing standards set forth in Section 802.01B (the “**Minimum Market Capitalization Standard**”) due to the fact that the Company’s average global market capitalization over a consecutive 30 trading-day period was less than \$50 million and, at the same time, its stockholders’ equity was less than \$50 million. As described in the Notice, as of August 27, 2024, the Company’s 30 trading-day average market capitalization was approximately \$23.9 million and its last reported stockholders’ equity as of June 30, 2024, was approximately \$48.8 million.

In accordance with applicable NYSE procedures, within 45 days from receipt of the Notice, the Company intends to submit a plan to the NYSE advising it of the definitive action(s) the Company has taken, is taking, or plans to take that would bring it into conformity with the Minimum Market Capitalization Standard within 18 months of receipt of the Notice (the “**Cure Period**”). Upon receipt of such plan, the NYSE will have up to 45 days to evaluate the plan and determine whether the Company has made a reasonable demonstration of its ability to come into conformity with the relevant listing standards within the Cure Period. If the NYSE accepts the Company’s plan, the NYSE will review the Company on a quarterly basis to confirm compliance with the plan. If the Company’s plan is not accepted, the Company fails to comply with the plan or does not meet the Minimum Market Capitalization Standard at the end of the Cure Period, it will be subject to NYSE’s prompt initiation of suspension and delisting procedures.

The Notice has no immediate impact on the listing of the Company’s common stock, which will continue to be listed and traded on the NYSE during the Cure Period, subject to the NYSE’s acceptance of the Company’s plan, the Company’s continued compliance with the plan and NYSE’s other continued listing standards.

The current noncompliance with the NYSE listing standards does not affect the Company’s ongoing business operations or its U.S. Securities and Exchange Commission reporting requirements. The Company is considering all available options to regain compliance with NYSE’s continued listing standards and can provide no assurances that it will be able to satisfy any of the steps outlined above and maintain the listing of its shares on the NYSE.

Forward-Looking Statements

This current report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “**Securities Act**”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). These statements may relate to, but are not limited to, any statements regarding the Company’s efforts and ability to regain compliance with the NYSE’s continued listing standards. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other comparable terminology that concern the Company’s expectations, strategy, plans or intentions. You should not put undue reliance on any forward-looking statements.

Forward-looking statements are based on information available at the time those statements are made and/or management’s good faith beliefs and assumptions as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. These risks and uncertainties include the Company’s ability to develop a plan to regain compliance with the continued listing criteria of the NYSE; the NYSE’s acceptance of such plan; the Company’s ability to execute such plan and to continue to comply with applicable listing standards within the available cure period; risks arising from the potential suspension of trading of the Company’s common stock on the NYSE, and other risks and uncertainties detailed from time to time in the Company’s reports filed with the SEC. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this current report on Form 8-K may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement.



VirnetX Receives NYSE Notification

ZEPHYR COVE, Nevada, September 4, 2024 – VirnetX™ Holding Corporation (NYSE: VHC) (the “Company”), an Internet security software and technology company, today announced that on August 28, 2024, it received a notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) that the Company is not in compliance with Section 802.01B of the NYSE’s Listed Company Manual (“Rule 802.01B”) because its average global market capitalization over a consecutive 30 trading-day period was less than \$50 million, and, at the same time, its stockholders’ equity was less than \$50 million. The Notice does not have an immediate impact on the listing of the Company’s common stock and does not affect the Company’s business operations or its Securities and Exchange Commission reporting requirements.

In accordance with NYSE procedures, within 45 days from receipt of the Notice, the Company intends to submit a plan to the NYSE advising it of the definitive action(s) the company has taken, is taking, or plans to take that would bring it into conformity with the continued listing standards. If the NYSE accepts the Company’s plan, the Company’s common stock will continue to be listed and traded on the NYSE during the 18 month cure period, subject to the company’s compliance with other NYSE continued listing standards and continued periodic review by the NYSE of the Company’s progress with respect to its plan.

About VirnetX

VirnetX Holding Corporation is an Internet security software and technology company with industry-leading, patented technology for Zero Trust Network Access (“ZTNA”) based secure network communications. VirnetX’s software and technology solutions, including its Secure Domain Name Registry and Technology, VirnetX One™, VirnetX War Room™, VirnetX Matrix™, and Gabriel Connection Technology™, are designed to be device and location independent, and enable a secure real-time communication environment for all types of enterprise applications, services, and critical infrastructures. For more information, please visit www.virnetx.com.

Special Note Regarding Forward-Looking Statements

This press release should be read in conjunction with our filings with the Securities and Exchange Commission. Statements herein may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

These forward-looking statements are based upon our current expectations, estimates, assumptions, and beliefs concerning future events and conditions and may discuss, among other things, our ability to develop a plan to regain compliance with the continued listing criteria of the NYSE; the NYSE's acceptance of such plan; the Company's ability to execute such plan and to continue to comply with applicable listing standards within the available cure period; risks arising from the potential suspension of trading of the Company's common stock on the NYSE, and other risks and uncertainties detailed from time to time in our reports filed with the SEC. Any statement that is not historical in nature is a forward- looking statement and may be identified by the use of words and phrases such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "will be," "will continue," "will likely result in," and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties, and other factors, many of which are outside our control, and could cause actual results to differ materially from such statements and from our historical results and experience. These risks, uncertainties and other factors include, but are not limited to risks detailed in our filings with the Securities and Exchange Commission. Readers are cautioned that it is not possible to predict or identify all the risks, uncertainties and other factors that may affect future results and that the risks described herein should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made.

EXCEPT AS REQUIRED BY LAW, WE UNDERTAKE NO OBLIGATION TO UPDATE OR REVISE ANY FORWARD-LOOKING STATEMENT AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

Contact:

Investor Relations
VirnetX Holding Corporation
415.505.0456
ir@virnetx.com