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(b).	

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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*  Short Robert D III						2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SHOIT R	topert D I	<u>111</u>			-				,—— <sub>I</sub> – :					X	Directo	r		10% Ow	ner	
(Last)	(F	irst)	(Middle)		_	Doto o	f Carliagt	Trong	naction (Mar	+b/C	ay/Voor)			X	Officer below)	(give title		Other (s below)	pecify	
C/O 5615 SCOTTS VALLEY DR.						3. Date of Earliest Transaction (Month/Day/Year) 05/13/2011								CTO & CSO						
SUITE 1	10																			
(Street)					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
SCOTTS	C	A	95066											X	Form fi	led by One	Repo	rting Persor	.	
VALLEY					_										Form fi Person		e than	One Repor	ting	
(City)	(S	tate)	(Zip)																	
		Tab	le I - Non	-Deriv	vative	e Se	curities	s Ac	quired, C	isp	osed o	f, or Be	nefic	ially	Owned					
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					ear) i	2A. Deemed Execution Date, if any (Month/Day/Year		Transaction Disp Code (Instr. 5)			rities Acquired (A) ed Of (D) (Instr. 3, 4				es Formally (D) (I) (I		m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	t (A) or Pi		ice	Reported Transact (Instr. 3 a	ction(s)			Instr. 4)		
		-	Table II - I (						uired, Di						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution D if any (Month/Day)	Date,	4. Transa Code (I 8)	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		ount	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owne Form: Direct or Ind (I) (Ins	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amo or Num of Shar	ber						
Stock Option (Right to	\$23.62	05/13/2011			A		40,000		(1)	0	5/12/2021	Common Stock	40,0	000	\$0	40,000	)	D		

## **Explanation of Responses:**

1. 1/48th of the total shares shall vest on May 13, 2011 and on the 13th 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.

/s/ Kendall Larsen, Attorney-in-05/17/2011 Fact for Robert D. Short III

\*\* 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.