FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

1. 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)						
(Last) (First) (Middle) C/O 308 DORLA COURT SUITE 206						3. Date of Earliest Transaction (Month/Day/Year) 06/02/2017									X Director 10% Owner  X Officer (give title below) Other (specify below)  Chief Technology Officer					
(Street) ZEPHYR COVE NV 89448  (City) (State) (Zip)					-										S. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transact Date (Month/Day)					action	ion 2A. Deemed Execution Date,			3.	ction	4. Securitie	es Acquire		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	;	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 06/02/2					/2017	017			A		13,333(1	1) A	\$0.	.00	43,334(2)		D			
Common Stock															97,045 <sup>(2)</sup>		I		By: The Short Revocable Living Trust	
		-	Table II								osed of, convertil				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	ned n Date,	4. Transaction Code (Instr. 8)		5. Number of		6. Date Exercis Expiration Dat (Month/Day/Ye		sable and te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		unt	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amou or Numb of Share	er						
Stock Option (Right to	\$3.85	06/02/2017			A		20,000		(3)		06/02/2027	Common Stock	20,00	00	\$0.00	20,0	00	D		

## **Explanation of Responses:**

- 1. Each restricted stock unit represents a contingent right to receive, upon vesting, one share of VirnetX Holding Corporation common stock. Twenty-five percent (25%) of the restricted stock units will vest on the one (1) year anniversary of the vesting commencement date, and twenty-five percent (25%) of the restricted stock units will vest each year thereafter on the same day as the vesting commencement date, subject to the Participant (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) continuing to be a Service Provider (as defined in the Plan) through each such date. If a Change in Control (as defined in the Plan) occurs, all of the restricted stock units then unvested as of the date of the Change in Control will vest immediately prior to the consumption of the Change in Control transaction.
- 2. This Form 4 restates the Reporting Person's holdings pursuant to an internal audit.
- 3. 1/48 of the total number of shares subject to the option shall vest and become exercisable each month after the vesting commencement date on the same day as the vesting commencement date, so long as the individual's continuous status as a Service Provider (as defined in the Plan) has not terminated prior to each such date. If a Change in Control (as defined in the Plan) occurs, all of the shares underlying this option then unvested as of the date of the Change in Control, will vest and become exercisable immediately prior to the consummation of the Change in Control transaction.

## Remarks:

/s/ Kendall Larsen, Attorney-in-06/05/2017 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.