FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	OVAL				
	OMB Number:	3235-0287				
l	Estimated average burde	en				
l	hours per response:	0.5				

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	Reporting Person*  MAS M		2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]							**			son(s) to Issi	Owner	
(Last) 5615 SC	`	rst) LEY DRIVE, S		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2008							Officer below)	(give title		Other (s below)	pecify	
(Street) SCOTTS VALLEY	C	A	95066		I. If Ame	endment, [	Date (	of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)																
		Tab	le I - Non-l	Derivati	ve Se	curities	s Ac	quired, Di	sposed o	f, or Be	neficiall	y Owned				
Date				t. Transacti Date Month/Day	Execution Date,			Code (Instr.   5)				Beneficia	es Form ally (D) of following (I) (II		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership
							Code V	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			Instr. 4)	
		7	Гable II - De (e					uired, Dis s, options,				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Cod	saction e (Instr.			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Cod	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock option grant (right to buy)	\$4.4	05/30/2008		A		10,000		(1)	05/30/2018	Common Stock	10,000	\$0.00	10,000	)	D	

## Explanation of Responses:

1. These options are fully vested on the date of grant and are exercisable immediately.

## Remarks:

/s/ Kendall Larsen, Attorney-in-Fact for Thomas M. O'Brien 06/03/2008

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.