

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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)
December 17, 2012

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)

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:

- 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Discretionary 2012 Annual Incentive Bonus

At a meeting of the Compensation Committee (the "Compensation Committee") of the Board of Directors of VirnetX Holding Corporation (the "Company") held on December 17, 2012, the Compensation Committee reviewed the Company's performance in 2012 and the contributions that Kendall Larsen, the Company's Chief Executive Officer, President and Chairman, and Richard Nance, the Company's Chief Financial Officer, made to such performance. Following this review, the Compensation Committee exercised its discretion in determining to pay Mr. Larsen 150% of his 2012 target bonus and to pay Mr. Nance 100% of his 2012 target bonus, in light of the Company's overall strong performance for the year and their respective contributions in achieving this performance. The 2012 target bonus for each of Messrs. Larsen and Nance previously approved by the Compensation Committee was equal to 50% of Mr. Larsen's and Mr. Nance's respective base salary. Accordingly, the Compensation Committee determined to award Mr. Larsen a cash bonus for 2012 equal to \$346,500 and Mr. Nance a cash bonus for 2012 equal to \$30,000.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIRNETX HOLDING CORPORATION

Date: December 21, 2012

By: /s/ Kendall Larsen

Kendall Larsen

Chief Executive Officer
