DIVISION OF

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

CORPORATION FINANCE

November 7, 2012

Via E-mail Mr. Kendall Larsen President & Chief Executive Officer VirnetX Holding Corporation 308 Dorla Court Suite 206 Zephyr Cove, NV 89448

> **VirnetX Holding Corporation.** Re:

Form 10-K for the Fiscal Year Ended December 31, 2011

Filed February 29, 2012 File No. 001-33852

Dear Mr. Larsen:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kathleen Collins

Kathleen Collins Accounting Branch Chief

Via E-mail cc:

Brad Finkelstein

Wilson Sonsini Goodrich & Rosati