FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*  Feiner Gary  (Last) (First) (Middle)  C/O 308 DORLA COURT, SUITE 206					2. Issuer Name and Ticker or Trading Symbol <u>VirnetX Holding Corp</u> [ VHC ]      3. Date of Earliest Transaction (Month/Day/Year)     05/29/2020									ck all applic	10% Ov Other (s below)	vner			
(Street) ZEPHYF (City)	R COVE N	· 	89448 (Zip)		4. II								6. Inc Line)	Form fi	idual or Joint/Group Filing (Check Applicable  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. Transar Date (Month/Da					action 2A. Deemed Execution Date, if any			3. Trans	action				) or	or 5. Amount of			n: Direct r Indirect	7. Nature of Indirect Beneficial	
Common Stock				05/29	(Month/Day/Year)		Code	v	Amount 8,333	(A) (D)	-	Price \$0.00	Reported Transact (Instr. 3 a	d tion(s)			Ownership (Instr. 4)		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	ate, Ti	ransa Code (I		of		Expiration	6. Date Exercisab Expiration Date (Month/Day/Year)		e and 7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		urity	3. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				c	Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or Nui of	mber ares					
Stock Option (Right to Buy)	\$6.65	05/29/2020			A		12,500		(2)		05/29/2030	Commor Stock	12	,500	\$0.00	12,500	0	D	

## **Explanation of Responses:**

1. The restricted stock units shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2021 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). 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 and become exercisable immediately prior to the consummation of the Change in Control transaction.

2. All shares underlying this option shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2021 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Plan) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). If a Change in Control (as defined in the Plan) occurs, all 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. This option will be exercisable for twelve (12) months after the Participant ceases to be a Service Provider, unless such termination is due to the Participant's death, Disability (as defined in the Plan), or Cause (as defined in the Plan), in which case the option shall vest in accordance with the terms of the Participant's option agreement.

## Remarks:

/s/ Kendall Larsen, Attorney-in-

06/02/2020

fact for Gary Feiner

\*\* 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.