
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): February 24, 2010

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.)

5615 Scotts Valley Drive, Suite 110 Scotts Valley, CA
(Address of principal executive offices)

95066
(Zip Code)

(831) 438-8200
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 8.01. Other Events.

On February 24, 2010, VirnetX Holding Corporation (the “Company”) notified the Depository Trust & Clearing Corporation (“DTC”) that the Company exercised its rights to call those certain warrants to purchase shares of Company Common Stock with an exercise price of \$2.00 per share (the “\$2 Warrants”) issued pursuant to the Company’s underwritten public offering that closed on January 30, 2009.

The Company is exercising in full its call rights as set forth in Section 3 of the \$2 Warrants.

Pursuant to Section 3 of the \$2 Warrants, the \$2 Warrants will expire in their entirety on March 11, 2010 if not earlier exercised (the “Termination Date”).

Registered Holders who wish to exercise the \$2 Warrants prior to the Termination Date, should consult the information announced by DTC, or contact Carylyn Bell at Corporate Stock Transfer, Inc., the Warrant Agent for the \$2 Warrants (“CST”), regarding exercise procedures. The number to call at Corporate Stock Transfer is (303) 282-4800.

Those broker dealers that cause the exercise of the \$2 Warrants prior to the Termination Date shall be eligible to receive a commission (the “Commission”) equal to 5% of the cash proceeds received by the Company upon exercise of those \$2 Warrants for which such broker dealers are responsible. In order to receive the Commission, such broker dealers should contact CST and supply all requested documentation.

The summary description of the \$2 Warrants is qualified in its entirety by the terms of the \$2 Warrants, the form of which was filed as an exhibit to the Registration Statement on Form S-1 filed by the Company on January 16, 2009 (File No. 333-153645), and is incorporated by reference herein.

On February 26, 2010, the Company issued a press release announcing the Company's exercise of the call. A copy of the press release is furnished as Exhibit 99.1 to this report. The information contained in this report is furnished and not deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release, dated February 26, 2010

SIGNATURES

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.

Date: February 26, 2010

VIRNETX HOLDING CORPORATION

By: /s/ Kendall Larsen

Name: Kendall Larsen

Title: Chief Executive Officer



VirnetX Calls \$2 Warrants

SCOTTS VALLEY, Calif. – February 26, 2010 – VirnetX Holding Corporation, the “Company”, (NYSE Amex: VHC), a secure real-time communications and collaboration technology company, today announced that it has notified the Depository Trust & Clearing Corporation (“DTC”) that the Company exercised its rights to call those certain warrants to purchase shares of Company Common Stock with an exercise price of \$2.00 per share (the “\$2 Warrants”) issued pursuant to the Company’s underwritten public offering that closed on January 30, 2009.

The Company is exercising in full its call rights as set forth in Section 3 of the \$2 Warrants.

Pursuant to Section 3 of the \$2 Warrants, the \$2 Warrants will expire in their entirety on March 11, 2010 if not earlier exercised (the “Termination Date”).

Registered Holders who wish to exercise the \$2 Warrants prior to the Termination Date, should consult the information announced by DTC, or contact Carylyn Bell at Corporate Stock Transfer, Inc., the Warrant Agent for the \$2 Warrants (“CST”), regarding exercise procedures. The number to call at Corporate Stock Transfer is (303) 282-4800.

The summary description of the \$2 Warrants is qualified in its entirety by the terms the \$2 Warrants, the form of which was filed as an exhibit to the Registration Statement on Form S-1 filed by VirnetX on January 16, 2009 (File No. 333-153645).

About VirnetX

VirnetX Holding Corporation, a secure real-time communications and collaboration technology company, is engaged in commercializing its patent portfolio, derived from a Central Intelligence Agency security project, by developing a licensing program, as well as developing software products designed to create a secure environment for real-time communications such as instant messaging and Voice over Internet Protocol. The Company’s patent portfolio includes over 48 U.S. and international patents and pending applications which provide the foundation for the Company’s unique GABRIEL Connection Technology. For more information, please visit www.virnetx.com

Safe Harbor Agreement

Statements in this press release that are not statements of historical or current fact constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other unknown factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. In addition to statements which explicitly describe such risks and uncertainties, readers are urged to consider statements labeled with the terms “believes,” “belief,” “expects,” “intends,” “anticipates,” or “plans” to be uncertain and forward-looking. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company’s reports and registration statements filed with the Securities and Exchange Commission, including those under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on March 31, 2009 and most recently in the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 9, 2009.

Contact:

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