

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to 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* <u>Nance Richard H</u>  (Last) (First) (Middle) <u>C/O 308 DORLA COURT</u> <u>SUITE 206</u>  (Street) <u>ZEPHYR COVE NV</u> <u>89448</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VirnetX Holding Corp [ VHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2017</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2017		A		4,000 <sup>(1)</sup>	A	\$0.00	17,404	D	

**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 Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$3.85	06/02/2017		A		6,000		(2)	06/02/2027	Common Stock	6,000	\$0.00	6,000	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive, upon vesting, one share of VirnetX Holding Corporation common stock. Twenty-five percent (25%) of the restricted stock units will vest on the one (1) year anniversary of the vesting commencement date, and twenty-five percent (25%) of the restricted stock units will vest each year thereafter on the same day as the vesting commencement date, subject to the Participant (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) continuing to be a Service Provider (as defined in the Plan) through each such date. 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 immediately prior to the consummation of the Change in Control transaction.
- 1/48 of the total number of shares subject to the option shall vest and become exercisable each month after the vesting commencement date on the same day as the vesting commencement date, so long as the individual's continuous status as a Service Provider (as defined in the Plan) has not terminated prior to each such date. If a Change in Control (as defined in the Plan) occurs, all of the 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 transaction.

**Remarks:**

/s/ Kendall Larsen, Attorney-in-Fact for Richard H. Nance 06/05/2017

\*\* 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.**