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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Section 240.14a-12

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**VirnetX Holding Corporation**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required
  - Fee paid previously with preliminary materials:
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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VIRNETX HOLDING CORPORATION

CONTROL ID:

REQUEST ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 15, 2023**

**DATE:** THURSDAY, JUNE 15, 2023  
**TIME:** 10:00 A.M. PACIFIC TIME  
**LOCATION:** <https://agm.issuerdirect.com/vhc>  
**PASSWORD:** VHCASM2023

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**  
CALL TOLL FREE  
1-866-752-8683



**FAX:**  
SEND THIS CARD TO  
202-521-3464



**INTERNET:**  
[HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)  
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



**EMAIL:**  
[PROXY@IPROXYDIRECT.COM](mailto:PROXY@IPROXYDIRECT.COM)  
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT AND ANNUAL REPORT ARE AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE MAY 28, 2023.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)  
UNTIL 11:59 P.M. EASTERN TIME, JUNE 14, 2023.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO ELECT KENDALL LARSEN AND GARY W. FEINER AS OUR CLASS I DIRECTORS;
2. TO RATIFY THE APPOINTMENT OF FARBER HASS HURLEY LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023;
3. TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS;
4. TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS;
5. TO APPROVE OUR AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN AND THE RESERVATION OF SHARES THEREUNDER; AND
6. TO TRANSACT SUCH OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON APRIL 24, 2023 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" PROPOSALS 1, 2, 3 AND 5 AND "THREE YEARS" FOR PROPOSAL 4 ABOVE.**

**PLEASE NOTE: THIS IS NOT A PROXY CARD AND YOU CANNOT VOTE BY RETURNING THIS CARD. THIS IS AN OVERVIEW OF THE PROPOSALS BEING PRESENTED AT THE UPCOMING STOCKHODLER MEETING. PLEASE FOLLOW THE INSTRUCTIONS ABOVE TO VOTE ON THESE IMPORTANT MATTERS.**

**VIRNETX HOLDING CORPORATION**  
SHAREHOLDER SERVICES  
1 Glenwood Avenue Suite 1001  
Raleigh NC 27603

FIRST-CLASS MAIL  
US POSTAGE  
**PAID**  
RALEIGH NC  
PERMIT # 870

**TIME SENSITIVE STOCKHOLDER INFORMATION ENCLOSED**

**IMPORTANT STOCKHOLDER INFORMATION**  
**YOUR VOTE IS IMPORTANT**

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