

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Munger Edmund C</u> _____ (Last) (First) (Middle) <u>5615 SCOTTS VALLEY DRIVE</u> <u>SUITE 110</u> _____ (Street) <u>SCOTTS VALLEY</u> <u>CA</u> <u>95066</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2009</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2009		P		23,333	A	\$1.5	91,600	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
Common Stock Warrant	\$2	01/30/2009		J ⁽¹⁾		11,667		(1)	07/30/2010 ⁽¹⁾	Common Stock	11,667	\$0.00 ⁽¹⁾	11,667	D	
Common Stock Warrant	\$3	01/30/2009		J ⁽¹⁾		11,667		(1)	07/30/2010 ⁽¹⁾	Common Stock	11,667	\$0.00 ⁽¹⁾	11,667	D	
Common Stock Warrant	\$4	01/30/2009		J ⁽¹⁾		11,667		(1)	07/30/2010 ⁽¹⁾	Common Stock	11,667	\$0.00 ⁽¹⁾	11,667	D	

Explanation of Responses:

1. The Reporting Person is receiving three types of warrants to purchase the Issuer's common stock in connection with the Issuer's offering of common stock and warrants (the "Warrants") to purchase common stock pursuant to Issuer's Form S-1 (File No. 333-153645) (the "Offering"). The Warrants received have similar terms but are exercisable at different prices. For each share purchased at the closing of the Offering, the Reporting Person will receive a warrant to purchase 0.5 shares of common stock at \$2.00 per share, 0.5 shares of common stock at \$3.00 per share and 0.5 shares of common stock at \$4.00 per share (fractional shares will be rounded up). All Warrants will be exercisable January 30, 2009 through and including July 30, 2010 and include a call feature that gives the Issuer the right to require the holder of the warrant to exercise the warrant under certain conditions, failing which the respective warrant(s) will terminate.

Remarks:

/s/ Kendall Larsen, Attorney-in-Fact for Edmund G. Munger 02/02/2009

** 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.