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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

| CIK (Filer ID Number) | Previous Names | None | Entity Type |
|--|-----------------------|------|--|
| 0001082324 | PASW INC | | <input checked="" type="checkbox"/> Corporation |
| Name of Issuer | PACIFIC SOFTWARES INC | | <input type="checkbox"/> Limited Partnership |
| VirnetX Holding Corp | | | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization | | | <input type="checkbox"/> General Partnership |
| DELAWARE | | | <input type="checkbox"/> Business Trust |
| Year of Incorporation/Organization | | | <input type="checkbox"/> Other (Specify) |
| <input checked="" type="checkbox"/> Over Five Years Ago | | | |
| <input type="checkbox"/> Within Last Five Years (Specify Year) | | | |
| <input type="checkbox"/> Yet to Be Formed | | | |

2. Principal Place of Business and Contact Information

| Name of Issuer | | Street Address 1 | | Street Address 2 | Phone Number of Issuer |
|----------------------|-------------------------------|--------------------------|-------------------------------|------------------|------------------------|
| VirnetX Holding Corp | | 5615 SCOTTS VALLEY DRIVE | | SUITE 110 | |
| City | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer | | |
| SCOTTS VALLEY | CA | 95066 | (831) 438-8200 | | |

3. Related Persons

| Last Name | First Name | Middle Name |
|---|-------------------------------------|-----------------------|
| Larsen | Kendall | |
| Street Address 1 | Street Address 2 | ZIP/PostalCode |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|-------------------------------------|-----------------------|
| Sliney | William | E. |
| Street Address 1 | Street Address 2 | ZIP/PostalCode |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|-------------------------------------|----------------|
| O'Brien | Thomas | |
| Street Address 1 | Street Address 2 | |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|-------------------------------------|----------------|
| Munger | Edmund | C. |
| Street Address 1 | Street Address 2 | |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|-------------------------------------|----------------|
| Angelo | Michael | F. |
| Street Address 1 | Street Address 2 | |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|-------------------------------------|----------------|
| Taylor | Scott | |
| Street Address 1 | Street Address 2 | |
| c/o VirnetX Holding Corporation | 5615 Scotts Valley Drive, Suite 110 | |
| City | State/Province/Country | ZIP/PostalCode |
| Scotts Valley | CA | 95066 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

4. Industry Group

| | | |
|---|------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | X Telecommunications |
| Investment Banking | Other Health Care | Other Technology |
| Pooled Investment Fund | Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | Airlines & Airports |
| Yes | Commercial | Lodging & Conventions |
| No | Construction | Tourism & Travel Services |
| Other Banking & Financial Services | REITS & Finance | Other Travel |

Business Services

Residential

Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,001 - \$50,000,000

\$25,000,000

\$25,000,001 -

\$50,000,001 - \$100,000,000

\$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(5)

Rule 504 (b)(1)(iii)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2009-09-11 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Pooled Investment Fund Interests

Debt

Tenant-in-Common Securities

X Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

X Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

| | | |
|--|---|------|
| Recipient | Recipient CRD Number | None |
| Dawson James Securities, Inc. | 130645 | |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None | |
| None | None | |

Street Address 1

925 South Federal Highway

City

Boca Raton

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

Street Address 2

Suite 600

State/Province/Country

FL

ZIP/Postal Code

33432

| |
|----|
| AR |
| CA |
| CO |
| FL |
| GA |
| IL |
| MD |
| MA |
| NY |

13. Offering and Sales Amounts

Total Offering Amount \$22,292,759 USD or Indefinite

Total Amount Sold \$6,000,000 USD

Total Remaining to be Sold \$16,292,759 USD or Indefinite

Clarification of Response (if Necessary):

Total offering includes Common Stock and Series I, Series II and Series III Warrants exercisable into Common Stock which may or may not be exercised in full (the "Warrants"), and the Common Stock underlying the Warrants.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,535,709 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Dawson James Securities received \$600,000 cash fee & 5yr Series I Warrant to buy 238,094 shares of Issuer's Common Stock @ exercise price of \$3.93/share. If Series III Warrants are exercised in full, Dawson James is entitled to another \$600,000 cash fee

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|----------------------|----------------|----------------|-------------------------|------------|
| VirnetX Holding Corp | Kendall Larsen | Kendall Larsen | Chief Executive Officer | 2009-09-24 |

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.