The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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		X Corporation
Name of Issuer		FTWORKS INC	Limited Partnership
VirnetX Holding Corp			Limited Liability Company
Jurisdiction of			General Partnership
Incorporation/Organization			Business Trust
DELAWARE			Other (Specify)
Year of Incorporation/Organ	lization		
X Over Five Years Ago			
Within Last Five Years (Specify Yea	r)		
Yet to Be Formed			
2. Principal Place of Business and Conta	act Information		
Name of Issuer			
VirnetX Holding Corp			
Street Address 1			Street Address 2
5615 SCOTTS VALLEY DRIVE		SUITE 110	
City State/P	rovince/Country	ZIP/Postal	Code Phone Number of Issuer
SCOTTS VALLEY CA		95066	(831) 438-8200
3. Related Persons			
Last Name	First	t Name	Middle Name
Larsen	Kendall		
Street Address 1	Street A	Address 2	
c/o VirnetX Holding Corporation	5615 Scotts Valley	y Drive, Suite 110	
City	State/Prov	ince/Country	ZIP/PostalCode
Scotts Valley	CA		95066
<b>Relationship:</b> X Executive Officer X D	Director Promote	er	
Clarification of Response (if Necessary)	:		
Last Name		t Name	Middle Name
5	William		E.
Street Address 1		Address 2	
	-	y Drive, Suite 110	
City	State/Prov	ince/Country	ZIP/PostalCode

95066

Clarification of Response (if Necessary):

Relationship: X Executive Officer Director Promoter

CA

Scotts Valley

O'BrienThomasStreet Address 1Street Address 2c'0 Vinnet' Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):EImageLast NameFirst NameMiddle NameMungerEdmundC.Street Address 1Street Address 2c'0 VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):ELast NameFirst NameMiddle NameAngeloMichaelEStreet Address 1Street Address 2c'0 VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeStreet Address 1Street Address 2c'0 VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeStreet Address 2Scotts ValleyCAStreet Address 3Street Address 2c'0 VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeStreet Address 1Street Address 2c'0 VirnetX Holding Corporation5615 Scotts Valley	La	ast Name	First Name		Middle Name
civ     State Province/Country     ZIP/PostalCode       City     State Province/Country     ZIP/PostalCode       Relationship:     Executive Officer X Director     Promoter       Cartification of Response (if Necessary):     C.     Street Address 1     Middle Name       Street Address 1     Street Address 2     Co     Street Address 1     Street Address 2       c/o VinnetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     CIP/PostalCode       City     Street Address 2     Street Address 2       c/o VinnetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       Clarification of Response (if Necessary):     Street Address 2     Street Address 2       c/o VinnetX Holding Corporation     5615 Scotts Valley Province/Country     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 2     Street Address 2       c/o VinnetX Holding Corporation     5615 Scotts Valley Province/Country     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 2     Street Address 2       c/o VinnetX Holding Corporation     5615 Scotts Valley Province/Country     ZIP/PostalCode	O'Brien		Thomas		
CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectoPromoterClarification of Response (if Necessary):Middle NameLast NameFirst NameMiddle NameKouts ValleyCA95066O'UrmetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectoPromoterClarification of Response (if Necessary):First NameMiddle NameAngeloMichaelF.Street Address 1Street Address 2Cotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Street Address 1Street Address 2Cot VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectoPorter X Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectoPorter X Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X Directo					
Scotts Valley CA 95066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name C. Street Address 1 Street Address 2 c'o VirnetX Holding Corporation 5615 Scotts Valley Drive, Suite 110 City State/Province/Country 59066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Angelo Michael E. Street Address 1 Street Address 2 c'o VirnetX Holding Corporation 5615 Scotts Valley Drive, Suite 110 City State/Province/Country 5616 Street Address 1 Street Address 2 c'o VirnetX Holding Corporation 5615 Scotts Valley Drive, Suite 110 City State/Province/Country 50066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Taylor Street Address 1 Street Address 2 c'o VirnetX Holding Corporation 5615 Scotts Valley Drive, Suite 110 City State/Province/Country 50066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Taylor Street Address 1 Street Address 2 c'o VirnetX Holding Corporation 5615 Scotts Valley Drive, Suite 110 City State/Province/Country 505066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): 4. Industry Group Agriculture Health Care Retailing Biotechnology Restaurants Commercial Banking Health Insurance Technology Health Insurance Technology Commers Lines (Commers Lines (Commers) (Co	c/o VirnetX Hol	0 1	•	0	
Relationship: Executive Officer X Director Promoter       Last Name First Name C.       Middle Name       Munger     Edmund     C.       Street Address 1     Street Address 2       c'o VirnetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Image: Street Address 1     Street Address 2       Angelo     Michael     F.       Street Address 1     Street Address 2     Stotts Valley     ZIP/PostalCode       Scotts Valley     CA     95066     Street Address 2     Stotts Valley Drive, Suite 110       City     State/Province/Country     ZIP/PostalCode     Stotts Valley       Scotts Valley     CA     95066     Stotts Valley Drive, Suite 110       City     State/Province/Country     ZIP/PostalCode       Street Address 1     Street Address 2     Stotts Valley Drive, Suite 110       City     State/Province/Country     ZIP/PostalCode       Stotts Valley     CA     95066       Relationship:     Executive Officer X Director     Province/Country		City	-		ZIP/PostalCode
Clarification of Response (if Necessary):       Last Name     First Name     Middle Name       Munger     Edmund     C.       Street Address 1     Street Address 2     C/       ('VimetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Kitzet Address 2     Middle Name       Last Name     First Name     Middle Name       Angelo     Michael     F.       Street Address 1     Street Address 2     ZIP/PostalCode       Cotty     State/Province/Country     ZIP/PostalCode       Sotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       Last Name     First Name     Middle Name       Taylor     Scott     State/Province/Country     ZIP/PostalCode       Storet Address 1     Street Address 2     Cotty     State/Province/Country       City     State/Province/Country     ZIP/PostalCode       Storet Stalley     CA     95066       Relationship:     Executive Officer X Di	-			95066	
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       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):     ZIP/PostalCode       Last Name     First Name     Middle Name       Taylor     Scott     Street Address 2       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Strite 110       City     State/Province/Country     ZIP/PostalCode       Street Address 1     Street Address 2     Zio/o VirnetX Holding Corporation       Sfot Street Address 2     Cottors Street Address 2     Zio/o VirnetX Holding Corporation <td><b>Relationship:</b></td> <td>Executive Officer <math>\lambda</math></td> <td>C Director Promoter</td> <td></td> <td></td>	<b>Relationship:</b>	Executive Officer $\lambda$	C Director Promoter		
MungerEdmundC.Street Address IStreet Address 2c/o VinnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/Country95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):First NameMiddle NameAngeloMichaelEStreet Address 1Street Address 2c/o VinnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeCottyCA95066Relationship:Executive Officer X DirectorPromoterCottyCA95066Relationship:Executive Officer X DirectorPromoterCityCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Stote Address 2Stotec/o VinnetX Holding Corporation5615 Scotts Valley Drive, Sutie 110TIP/PostalCodeStreet Address 1Street Address 2ScottsStotec/o VinnetX Holding Corporation5615 Scotts Valley Drive, Sutie 110TIP/PostalCodeStreet Address 1Street Address 2ScottsStotec/o VinnetX Holding Corporation5615 Scotts Valley Drive, Sutie 110TIP/PostalCodeStreet Address 1Street Address 2ScottsStotec/o VinnetX Holding Corporation5615 Scotts Valley Drive, Sutie 110TIP/PostalCodeSotts ValleyCA95066Street Address 2<	Clarification of 1	Response (if Necessa	ary):		
Street Address 1     Street Address 2       c/o VimetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       Cotty     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Middle Name     First Name     Middle Name       Angelo     Michael     F.     Street Address 2     Street Address 2       c/o VimetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       Street Address 1     Street Address 2     Street Address 2       c/o VimetX Holding Corporation     5615 Scotts Valley Drive, Suite 110     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode     Street Address 2       c/o VimetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     ZIP/PostalCode       Scotts Valley     CA     95066     Street Address 2       c/o VimetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     ZIP/PostalCode       Scotts Valley	La	ast Name	First Name		Middle Name
c/o VimetX 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 VimetX 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 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 VimetX 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 VimetX Holding Corporation 5615 Scotts Valley Drive, Sutie 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 Mealth Care Retailing Banking & Financial Services Biotechnology Restaurants Commercial Banking Health Insurance Technology Insurance Hospitals & Physicians Commuters	Munger		Edmund	C.	
CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):First NameMiddle NameLast NameFirst NameMiddle NameAngeloMichaelEStreet Address 1Street Address 2c/o VirnetX Holding Corporation5615 Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Stotter Address 2Stotts ValleyCottyScotts Valley Drive, Suite 110Stote/Province/CountryZIP/PostalCodeTaylorScottStreet Address 2Scotts ValleyCAState/Province/CountryState/Province/CountryZIP/PostalCodeYourex Laddress 1Street Address 2Scotts Valley Drive, Suite 110CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):PromoterClarification of Response (if Necessary):State/Province/CountryZIP/PostalCodeAgricultureMaidle CareRetailingBanking & Financial ServicesBiotechnologyRestaurantsCommercial BankingHealth InsuranceTechnologyInsuranceHealth InsuranceTechnology <td>Stree</td> <td>et Address 1</td> <td>Street Address 2</td> <td></td> <td></td>	Stree	et Address 1	Street Address 2		
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): Last Name First Name Middle Name Taylor Scott Street Address 1 Street Address 2 c/o VirnetX Holding Corporation 5615 Scotts Valley Drive, Sutie 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 Hospirals & Physicians Commuters	c/o VirnetX Hol	lding Corporation	5615 Scotts Valley Drive, Suite 11	0	
Relationship: Executive Officer X Director Promoter         Clarification of Response (if Necessary):         Middle Name         Middle Name         Angelo       Middle Name         Street Address 1       Street Address 2         C/o VinetX Holding Corporation       Storet Address 2         C/o VinetX Holding Corporation       Storet Address 2         C/o VinetX Holding Corporation       Promoter         Clarification of Response (if Necessary):         Last Name       Middle Name         Tast Name       Middle Name         Street Address 1       Street Address 2       Storts State/Province		City	State/Province/Country		ZIP/PostalCode
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):     Iterat Name     Middle Name       Taylor     Scott     Street Address 2     Middle Name       Taylor     Scott     Street Address 2     Scott       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Street Address 2       C/o VirnetX Holding Corporation     5615 Scotts Va	Scotts Valley		CA	95066	
Last Name     First Name     Middle Name       Angelo     Michael     F.       Street Address 1     Street Address 2     C/O VimetX 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):     Middle Name       Last Name     First Name     Middle Name       Taylor     Scott     Street Address 2       C/O VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     ZIP/PostalCode       Street Address 1     Street Address 2     ZIP/PostalCode       C/O VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       4. Industry Group     Agriculture     Health Care     Retailing       Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking     Health Insurance     Technology       Insurance     Hospitale & Physicians     Commuters	<b>Relationship:</b>	Executive Officer $\lambda$	X Director Promoter		
Angelo     Michal     F.       Street Address 1     Street Address 2       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Primatore       Calification of Response (if Necessar)     First Name     Middle Name       Taylor     Scott     Street Address 2       Street Address 1     Street Address 2       Street Address 1     Street Address 2       Convert Holding Corporation     5615 Scotts Valley Drive, Suite 110       Street Address 1     Street Address 2       Street Address 1     Street Address 2       Street Address 1     Street/Province/Country       Street Address 2     Street/Province/Country       Street Address 3     Street/Province/Country       Street Address 4     Biology       Street Address 5     Street/Province/Country       Street Address 4     Biology       Relationship:     Executive Officer X       Promoter     Biology       Agriculture     Biology       Banking & Fina	Clarification of 1	Response (if Necessa	ary):		
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):     Middle Name       Taylor     Scott     Middle Name       Taylor     Street Address 1     Street Address 2       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     Middle Name       Taylor     Scott     Street Address 2     ZIP/PostalCode       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     ZIP/PostalCode       Street Address 1     Street Address 2     Scotts Valley Drive, Sutie 110       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode     Street Address 2       4. Industry Group     Health Care     Retailing       Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking     Health Insurance     Technology       Insurance     Hospitals & Physicians     Commuters	La	ast Name	First Name		Middle Name
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):	Angelo		Michael	F.	
CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):Image: Control of Control	-	et Address 1	Street Address 2		
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 2       C/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110 City     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     ZIP/PostalCode       Agriculture     Health Care     Retailing       Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking Insurance     Health Insurance     Technology	c/o VirnetX Hol	lding Corporation	5615 Scotts Valley Drive, Suite 11	0	
Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):       Middle Name         Last Name       First Name       Middle Name         Taylor       Scott       Street Address 1       Street Address 2         C/o VirnetX Holding Corporation       5615 Scotts Valley Drive, Sutie 110       ZIP/PostalCode         City       State/Province/Country       ZIP/PostalCode         Scotts Valley       CA       95066         Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):       Health Care       Retailing         Agriculture       Health Care       Retailing         Banking & Financial Services       Biotechnology       Restaurants         Commercial Banking       Health Insurance       Technology         Insurance       Health Insurance       Technology		City	State/Province/Country		ZIP/PostalCode
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, Sutie 110   City State/Province/Country   ZIP/PostalCode   Scotts Valley CA   Scotts Valley CA   Relationship: Executive Officer X Director   Promoter   Clarification of Response (if Necessary):   4. Industry Group   Agriculture   Banking & Financial Services   Commercial Banking   Health Care   Retailing   Biotechnology   Restaurants   Commercial Banking   Health Insurance   Technology	Scotts Valley		CA	95066	
Last Name     First Name     Middle Name       Taylor     Scott     Street Address 1     Street Address 2       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110     City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):	<b>Relationship:</b>	Executive Officer <i>X</i>	X Director Promoter		
Scott     Street Address 1     Street Address 2       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):     Promoter       Agriculture     Health Care     Retailing       Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking     Health Insurance     Technology       Hosnitals & Physicians     Computers     Technology	Clarification of 1	Response (if Necessa	ary):		
Street Address 1     Street Address 2       c/o VirnetX Holding Corporation     5615 Scotts Valley Drive, Sutie 110       City     State/Province/Country     ZIP/PostalCode       Scotts Valley     CA     95066       Relationship:     Executive Officer X Director     Promoter       Clarification of Response (if Necessary):	La	ast Name	First Name		Middle Name
c/o VirnetX Holding Corporation 5615 Scotts Valley Drive, Sutie 110 City State/Province/Country ZIP/PostalCode Scotts Valley CA 95066 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): 	Taylor		Scott		
CityState/Province/CountryZIP/PostalCodeScotts ValleyCA95066Relationship:Executive Officer X DirectorPromoterClarification of Response (if Necessary):	Stree	et Address 1	Street Address 2		
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	c/o VirnetX Hol	lding Corporation	5615 Scotts Valley Drive, Sutie 11	0	
Relationship:       Executive Officer X Director       Promoter         Clarification of Response (if Necessary):		City	State/Province/Country		ZIP/PostalCode
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	Scotts Valley		CA	95066	
4. Industry Group Agriculture Health Care Retailing Banking & Financial Services Biotechnology Restaurants Commercial Banking Health Insurance Technology Insurance Hospitals & Physicians Computers	<b>Relationship:</b>	Executive Officer $\lambda$	X Director Promoter		
AgricultureHealth CareRetailingBanking & Financial ServicesBiotechnologyRestaurantsCommercial BankingHealth InsuranceTechnologyInsuranceHospitals & PhysiciansComputers	Clarification of 1	Response (if Necessa	ary):		
Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking     Health Insurance     Technology       Insurance     Hospitals & Physicians     Computers	4. Industry Grou	ıp			
Banking & Financial Services     Biotechnology     Restaurants       Commercial Banking     Health Insurance     Technology       Insurance     Hospitals & Physicians     Computers	Agriculture		Health Care	Retailing	
Commercial Banking     Health Insurance     Technology       Insurance     Hospitals & Physicians     Computers	-	inancial Services	Biotechnology	0	
Insurance Hospitals & Physicians Computers	-				
Hospitals & Physicians Computers		0			
	Investing		Hospitals & Physicians	Computers	

Pharmaceuticals

Manufacturing

Commercial

Construction

**REITS & Finance** 

Real Estate

Other Health Care

Investing

Investment Banking Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes No Other Banking & Financial Services s Computers X Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel Business ServicesResidentialOtherEnergyOther Real EstateImage: Coal MiningImage: Coal MiningElectric UtilitiesImage: ConservationImage: ConservationImage: ConservationEnvironmental ServicesImage: ConservationImage: ConservationImage: ConservationOil & GasImage: ConservationImage: ConservationImage: ConservationOther EnergyImage: ConservationImage: ConservationI

## 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 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$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 504 (b)(1)(i) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)	Rule 505 X Rule 506 Securities Act Section Investment Company	
	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

Debt

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

Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (describe)

Is this offering being made in connection with a business c a merger, acquisition or exchange offer?	ombination transaction, such as Yes X No	
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any outside investor \$	50 USD	
12. Sales Compensation		
Recipient	Recipient CRD Number None	
Dawson James Securities, Inc.	130645	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
None	None	
Street Address 1	Street Address 2	
925 South Federal Highway	Suite 600	
City	State/Province/Country	ZIP/Postal Code
Boca Raton	FL	33432
State(s) of Solicitation (select all that apply)All StatesCheck "All States" or check individual StatesAll States	Foreign/non-US	
AR       CA       CO       FL       GA       IL       MD       MA		

#### 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 Sol	d \$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:

22	

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 X	K 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.