FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ı	ONB APPROVAL								
	OMB Number:	3235-0287							
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0.5

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	Check this box if no longer subject to
١	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*  OBRIEN THOMAS M					2. Issuer Name <b>and</b> Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]							eck all applic	or	10% Ov	ner
(Last) (First) (Middle) 5615 SCOTTS VALLEY DRIVE, SUITE 110					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2007							Officer below)	(give title	Other (s below)	pecify
(Street) SCOTTS VALLEY		A	95066	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)		tate)	(Zip)												
		Tab	le I - Non-D	erivativ	e Se	curities	s Ac	quired, Di	sposed o	f, or Be	neficial	y Owned			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execution Date,			Code (Inst	on Disposed tr. 5)	ities Acquired (A) or (D) (Instr. 3, 4 a)		Securitie Beneficia Owned F Reported Transact	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Fable II - De (e.					uired, Dis s, options,				Owned	,		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) if	3A. Deemed Execution Date if any (Month/Day/Yea	Code		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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Grant	\$5.88	12/31/2007		A		30,000		(1)	12/30/2017	Common	30,000	\$0.00	30,000	D	

## Explanation of Responses:

1. 1/36th of the total shares underlying this Option (the "Total Number of Shares") shall vest on August 5, 2007 and 1/36th of the Total Number of Shares shall vest on the 5th day of each month thereafter so long as the reporting person's Continuous Service Status (as defined in the Issuer's 2007 Stock Plan) with the Issuer continues. If a Change of Control (as defined in the Issuer's 2007 Stock Plan) of the Issuer occurs, all of the Shares underlying this Option then unvested as of the date of the Change of Control, will vest and become exercisable immediately prior to the consummation of the Change of Control transaction.

## Remarks:

/s/ Kendall Larsen, Attorney-in-Fact for Thomas M. O'Brien

01/03/2008

\*\* 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.