FORM 4

Instruction 1(b)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH	L OWNERSHIP		
Section 16. Form 4 or Form 5				
obligations may continue. See				

**OMB APPROVAL** OMB Number: Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     O'BRIEN THOMAS M					2. Issuer Name and Ticker or Trading Symbol VirnetX Holding Corp [ VHC ]									elationship o ck all applio Directo	able)	g Pers	on(s) to Issu 10% Ow	
(Last) C/O 308 SUITE 2	DORLA C	,	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/24/2018									Officer below)	(give title		Other (s	pecify
				4	. If Ame	endment, I	Date of	f Original F	iled	(Month/Da	ay/Year)		6. Inc Line)	dividual or J	loint/Group	Filing	(Check App	licable
(Street) ZEPHYI	R COVE N	V	89448										X		led by More		orting Persor One Repor	
(City)	(S	tate)	(Zip)															
		Tab	le I - Non	-Derivati	ve Se	curities	s Acq	uired, I	Dis	osed o	f, or Be	enefic	cially	Owned				
Date				2. Transacti Date (Month/Day/	Execu Day/Year) if any		A. Deemed xecution Date, any Month/Day/Year)		Transaction Dispose Code (Instr. 5)		ties Acqui d Of (D) (In		and Securitie		es Fo ally (D) Following (I)		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) (D)	or Pi	rice Reporte Transac (Instr. 3		tion(s)			(Instr. 4)
Common Stock 05/24/2				05/24/20	/2018		A		8,333(1)			\$ <mark>0</mark>	134,995			D		
		-	Table II - D	Derivative e.g., puts										Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	Code (Insti		n of		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	e V	(A)		Date Exercisabl		xpiration ate	Title	Amo or Num of Shai	ber					
Stock Option (Right to	\$3.1	05/24/2018		A		12,500		(2)	0	5/24/2028	Common Stock	12,	500	<b>\$</b> 0	12,500	)	D	

## **Explanation of Responses:**

Buy)

- 1. The restricted stock units shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2019 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Company's 2013 Equity Incentive Plan (the "Plan")) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). If a Change in Control (as defined in the Plan) occurs, all of the restricted stock units then unvested as of the date of the Change in Control will vest immediately prior to the consummation of the Change in Control transaction.
- 2. All shares underlying this Option shall vest and become exercisable upon the earlier of (a) one year from the date of grant or (b) the close of business on the day prior to the Company's 2019 annual meeting of stockholders, in either case, so long as the Participant (as defined in the Plan) has not earlier terminated his continuous status as a Service Provider (as defined in the Plan). If a Change in Control (as defined in the Plan) occurs, all shares underlying this Option then unvested as of the date of the Change in Control, will vest and become exercisable immediately prior to the consummation of the Change in Control transaction. This Option will be exercisable for twelve (12) months after Participant ceases to be a Service Provider, unless such termination is due to Participant's death, Disability (as defined in the Plan), or Cause (as defined in the Plan).

/s/ Kendall Larsen, Attorney-in-05/29/2018 fact for Thomas M. O'Brien

\*\* 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.