

**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	
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1. Name and Address of Reporting Person* <u>Larsen Kendall</u>  (Last) (First) (Middle) C/O 308 DORLA COURT SUITE 206  (Street) ZEPHYR COVE NV 89448  (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 <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2013	
	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  <input type="checkbox"/> 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	04/15/2013		F		1,667 <sup>(1)</sup>	D	\$18.59	7,904,859 <sup>(2)</sup>	D	
Common Stock	04/15/2013		F		833 <sup>(1)</sup>	D	\$18.59	274,929 <sup>(2)</sup>	I	By Spouse
Common Stock	04/15/2013		F		220 <sup>(1)</sup>	D	\$18.59	9,324 <sup>(2)(3)</sup>	I	By Spouse's Adult Child
Common Stock								1,200	I	By Spouse and her Father
Common Stock								613,530	I	By the Kathleen Sheehan Revocable Trust dtd 2/5/2009
Common Stock								300,000	I	By the K2 Investment Fund LLC
Common Stock								50,000 <sup>(3)</sup>	I	By the Dustan Sheehan Irrevocable Trust

**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)		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)					

**Explanation of Responses:**

1. Mr. Larsen and certain of his family members hold restricted stock units ("RSUs") that they were granted as employees of the Issuer. As the RSUs vest, taxes become due and payable, and RSU holders who are employees of the Company can pay those taxes by having the company withhold shares. On April 13, 2013, RSUs held by Mr. Larsen and certain of his family members vested, and on April 15, 2013, each elected to satisfy the taxes due on those vested RSUs by forfeiting to the company a total of 2,720 shares of Common Stock. Under applicable securities laws, the withholding of those shares for tax purposes was required to be reported on a Form 4, and due to a clerical oversight, the report was not filed at that time. This oversight was recently discovered, and this Form 4 is being filed to report the withholding of such shares on April 15, 2013.

2. Amounts reported in Column 5 are consistent with the Reporting Person's Form 4 filed on March 26, 2014.

3. The Reporting Person disclaims any beneficial ownership of the Shares.

/s/ Kendall Larsen

04/11/2014

\*\* 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.**