

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Larsen Kendall</u>  (Last) (First) (Middle) 5615 SCOTTS VALLEY DRIVE, SUITE 110  (Street) SCOTTS VALLEY CA 95066  (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) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2009	

**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								8,303,192	D <sup>(1)</sup>	
Common Stock								608,530 <sup>(2)</sup>	I	By the Kathleen Sheehan Revocable Trust dtd 2/5/09
Common Stock								5,594	I	By Spouse's minor children

**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)		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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Grant (right to buy)	\$1.265 <sup>(3)</sup>	04/03/2009		A		151,558		(4)	04/02/2014	Common Stock	151,558	\$0.00	151,558	D	
Stock Option Grant (right to buy)	\$1.15	04/03/2009		A		433,867		(4)	04/02/2019	Common Stock	433,867	\$0.00	433,867	D	
Stock Option Grant (right to buy)	\$1.265 <sup>(3)</sup>	04/03/2009		A		47,713		(4)	04/02/2014	Common Stock	47,713	\$0.00	47,713 <sup>(5)</sup>	I	By Spouse
Stock Option Grant (right to buy)	\$1.15	04/03/2009		A		95,387		(4)	04/02/2019	Common Stock	95,387	\$0.00	95,387 <sup>(5)</sup>	I	By Spouse
Stock option grant (right to buy) <sup>(6)</sup>	\$0.2409	03/23/2006		A		249,096		(7)	03/22/2016	Common Stock	249,096	\$0.00	249,096	I	By Spouse
Stock option grant (right to buy) <sup>(6)</sup>	\$5.88	12/31/2007		A		290,612		(7)	12/31/2017	Common Stock	290,612	\$0.00	290,612	I	By Spouse

Explanation of Responses:

1. These shares are held in the name of the reporting person's individual trust: The Kendall Larsen Revocable Trust dated February 5, 2009.
2. The reporting person married Kathleen Sheehan, the Issuer's Chief Administration Officer, on March 8, 2009 and thereby acquired indirect ownership of shares held by his spouse and her two minor children all of which were owned prior to the marriage (the "Shares"). The reporting person disclaims any beneficial ownership of the Shares.
3. The exercise price is equal to 110% of the fair market value of Issuer's common stock on the date of the grant.
4. On the first anniversary of the date of grant, 1/4th of the shares will vest and become exercisable, with 1/48th of the shares vesting and becoming exercisable each month thereafter.
5. The reporting person disclaims beneficial ownership of these options.
6. As a result of his recent marriage, the reporting person holds an indirect ownership of options held by his spouse prior to their marriage. The reporting person disclaims any beneficial ownership of the options.
7. On the first anniversary of the date of grant, 1/4th of the shares vested and became exercisable, with 1/48th of the shares vesting and becoming exercisable each month thereafter.

**Remarks:**

/s/ Kendall Larsen

04/07/2009

\*\* 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.**