SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Feiner Gary	VirnetX Holding Corp [VHC]	X Director ___ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2015	___ Officer (give title below) ___ Other (specify below)
C/O 308 DORLA COURT, SUITE 206		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ZEPHYR COVE NV 89448		X Form filed by One Reporting Person
(City) (State) (Zip)		___ 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	05/14/2015		A		8,333[(1)]	A	$0.00	8,333	D	

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 (Right to Buy)	$6.48	05/14/2015		A		12,500		[(2)]	05/14/2025	Common Stock	12,500	$0.00	12,500	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive, upon vesting, one share of VirnetX Holding Corporation common stock. 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 2016 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 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.

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 2016 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).

Remarks:

/s/ Kendall Larsen, Attorney-in-fact for Gary Feiner   05/18/2015

** 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.