

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**VirnetX Holding Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-33852  
(Commission File Number)

77-0390628  
(IRS Employer Identification No.)

308 Dorla Court, Suite 206  
Zephyr Cove, Nevada 89448  
(Address of principal executive offices, including zip code)

(775) 548-1785  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.0001 par value per share	The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates (if applicable):  
Not Applicable

Securities registered pursuant to Section 12(g) of the Act:  
None.

## EXPLANATORY NOTE

This Registration Statement on Form 8-A is being filed by VirnetX Holding Corporation, a Delaware corporation (the “Company”), in connection with the registration of its common stock, par value \$0.0001 per share (the “Common Stock”), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and the transfer of the listing of the Company’s Common Stock from the NYSE American LLC to the New York Stock Exchange.

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

**Item 1. Description of Registrant’s Securities to be Registered.**

The description of the Company’s Common Stock as set forth under the caption “Description of Capital Stock” in the Company’s Annual Report on Form 10-K (Registration No. 001-33852), as filed with the Securities and Exchange Commission on March 16, 2020, is hereby incorporated by reference.

**Item 2. Exhibits**

None.

---

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**VirnetX Holding Corporation**

By: /s/ Kendall Larsen

Name: Kendall Larsen

Title: Chief Executive Officer

Dated: July 17, 2020

---