FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinatan	D C	20540	
Nashington,	D.C.	20049	

STATEMENT	OF CHANGE	S IN BENEFIC	IAL OWNER	SHIP

OMB APP	PROVAL					
OMB Number:	3235-0287					
Estimated average	burden					

0.5

hours per response:

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

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) OLY SUTTE 206 (Street) ZEPHYR COVE NV 89448 (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended safely the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A 6. 0.000(1) A \$0.00 7,969 D Table II - Derivative Securities Acquired (A) or Code (Instr. 3) and 4) Securities Securities Securities Securities Conversion Date (Instr. 3) and 4) A 6. 0.000(1) A \$0.00 7,969 D Table II - Derivative Securities Acquired (A) or Date (Instr. 3) and 4) Securities Securiti							2. Issuer Name and Ticker or Trading Symbol VirnetX Holding Corp [VHC]							Checl	k all app Direc	licable) tor	ng Pe	10% O	Owner	
City State NV 89448 Rule 10b5-1(c) Transaction Indication City Ci	` ′	•	,	Middle)											X	belov	,		below)	specify
City (State) Rule 10b5-1(c) Transaction Indication Person	SUITE 2	06				4. If <i>A</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						-7							
Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	ZEPHYI	R NV	7 8	9448												Form	filed by Mo		ŭ	- 1
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year		(Sta	ate) (Z	Zip)		$ _{\Box}$	Check th	nis box	to indic	cate that a	a trans	action was ma	ade purs	suant to a			uction or writt	ten pla	an that is inte	nded to
Date (Month/Day/Year) Date			Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	or B	enefic	ially	Own	ed			
Common Stock O1/01/2024 A G,000(1) A \$0.00 7,969 D	Date			Date	Execution Date, if any		Date,	Transaction Disposed C				4 and Securit Benefit Owned		ties cially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership			
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) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction of Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Security Security (Instr. 5) 9. Number of Derivative Security (Instr. 5) 10. Ownership Form: Direct (D) Owned of (D) (Instr. 3) and 4) 11. Title of Derivative Security (Instr. 5) 12. Derivative Security (Instr. 5) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Security (Instr. 5) 16. Date Exercisable and Expiration Date (Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 5) 18. Price of Derivative Security (Instr. 5) 19. Number of Derivative Security (Instr. 5) 10. Ownership Form: Direct (D) Owned Transaction(S) (Instr. 4) 10. Ownership Form: Direct (D) Owned Transaction(S) (Instr. 4)											v	Amount	(A) (D)	Pric	е	Transa	Transaction(s)			(instr. 4)
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Instr. 5) 10. Ownership Form: Direct (D) Owned Following Reported (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount of Security (Instr. 4) Amount of Security (Instr. 5) Amount of Security (Instr. 4) Amount of Security (Instr. 4)	Common	Stock			01/01/2	2024	.4			A		6,000(1)	A \$.00	7,969			D	
Derivative Security (Instr. 3) Instr. 3) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Date (Month/Day/Year) Expiration Date (Month/Day/Year) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Ownership Form: Direct (D) Owned or Indirect (I) (Instr. 4) (Instr. 4) Amount of Securities (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Amount of Securities (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Amount of Securities (Instr. 5) Derivative Security (Instr. 5) Amount of Securities (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Ownership Form: Direct (D) Owned Transaction(s) (Instr. 4)			Tal													Owne	d			
Number Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Executi if any	ion Date,	Transa Code (of of of or. Of or.		Expiration Date (Month/Day/Year)		te ear)	Amount of Securities Underlying Derivative Security (Ins 3 and 4)		Deriva Securi (Instr.		tive derivative Securities 5) Beneficia Owned Following Reported Transaction	Ownersh Form: ly Direct (D) or Indirec (I) (Instr.	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. 1/2 of the total number of restricted shares ("Restricted Stock") shall vest and become exercisable on the one-year anniversary of the grant date, and the remaining shares of Restricted Stock shall vest on the one-year anniversary thereafter, so long as the Reporting Person's continuous status as a Service Provider (as defined in the Company's 2013 Equity Incentive Plan) has not terminated prior to such date. If a Change in Control occurs, all of the Restricted Stock 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.

Remarks:

/s/ Kendall Larsen, Attorneyin-fact for Darl C. McBride

01/03/2024

** 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.