
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2

VirnetX Holding Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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VIRNETX HOLDING CORPORATION

CONTROL ID:
REQUEST ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 13, 2024**

DATE: THURSDAY, JUNE 13, 2024
TIME: 10:00 A.M. PACIFIC TIME
LOCATION: <https://agm.issuerdirect.com/vhc>
PASSWORD: VHCASM2024

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS



PHONE:
CALL TOLL FREE
1-866-752-8683



FAX:
SEND THIS CARD TO
202-521-3464



INTERNET:
[HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



EMAIL:
PROXY@IPROXYDIRECT.COM
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT AND ANNUAL REPORT ARE AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE MAY 28, 2024.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/VHC](https://www.iproxydirect.com/VHC)
UNTIL 11:59 P.M. EASTERN TIME, JUNE 12, 2024.

THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:

1. TO ELECT THOMAS M. O'BRIEN AND HEIDY CHOW, AS OUR CLASS II DIRECTORS;
2. TO RATIFY THE APPOINTMENT OF FARBER HASS HURLEY LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024;
3. TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS;
4. TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED 2013 EQUITY INCENTIVE PLAN TO, AMONG OTHER THINGS, INCREASE THE SHARE RESERVE; AND
5. TO TRANSACT SUCH OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON APRIL 19, 2024 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" PROPOSALS 1, 2, 3 AND 4 ABOVE.

PLEASE NOTE: THIS IS NOT A PROXY CARD AND YOU CANNOT VOTE BY RETURNING THIS CARD. THIS IS AN OVERVIEW OF THE PROPOSALS BEING PRESENTED AT THE UPCOMING STOCKHOLDER MEETING. PLEASE FOLLOW THE INSTRUCTIONS ABOVE TO VOTE ON THESE IMPORTANT MATTERS.



VIRNETX HOLDING CORPORATION
SHAREHOLDER SERVICES
1 Glenwood Avenue Suite 1001
Raleigh NC 27603

FIRST-CLASS MAIL
US POSTAGE
PAID
RALEIGH NC
PERMIT # 870

TIME SENSITIVE STOCKHOLDER INFORMATION ENCLOSED

IMPORTANT STOCKHOLDER INFORMATION

YOUR VOTE IS IMPORTANT

