

VOLITIONRX LTD
Form SC 13D/A
November 09, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

VolitionRx Limited
(Name of Company)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

928661107
(CUSIP Number)

Cameron Reynolds

**1 Scotts Road
#24-05 Shaw Centre
Singapore 228208
+1 (646) 650-1351
*With a copy to:***

**Marc G. Alcer, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660
(949) 725-4000**

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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 10, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to subject class of securities, and for any subsequent amendment containing information which would alter disclosures in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSON

Cameron Reynolds

2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(SEE INSTRUCTIONS)

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO

ITEM 2(d) OR 2(e) (see instructions) []

6. CITIZENSHIP OR PLACE OF
ORGANIZATION

Australia

NUMBER OF 7. SOLE VOTING POWER

SHARES **1,521,173(1)**

BENEFICIALLY

OWNED BY **8. SHARED VOTING POWER**

EACH **1,041,794(2)**

REPORTING

PERSON **9. SOLE DISPOSITIVE POWER**

WITH **1,521,173(1)**

10. SHARED DISPOSITIVE POWER

1,041,794(2)

**11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

2,562,967(1)(2)

**12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (see instructions)**
[]

**13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)**

7.2% (1)(2)(3)

**14. TYPE OF REPORTING PERSON (see
instructions)**

IN

(1) Consists of (i) 1,121,173 shares of VolitionRx Limited, or the Company, common stock, par value \$0.001 per share and (ii) options to purchase 400,000 shares of Company common stock that are exercisable within 60 days of the date hereof, each held by Mr. Reynolds in his individual capacity.

(2) Consists of (i) 34,076 shares of Company common stock held directly by Mr. Reynolds's spouse, and (ii) 1,007,718 shares of Company common stock held directly by Concord International, Inc., of which Mr. Reynolds is

the majority shareholder.

(3) Based on 35,335,378 issued and outstanding shares of Company common stock as of November 2, 2018, as reported in the Company's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2018.

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Explanatory Note:

Mr. Reynolds previously filed a statement of beneficial ownership with the Securities and Exchange Commission with respect to the common stock, par value \$0.001 per share (“*Common Stock*”), of VolitionRx Limited (the “*Company*”), on Schedule 13D pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and Rule 13d-1 thereunder.

While Mr. Reynolds’s beneficial ownership has increased to 2,562,967 shares of Common Stock from 2,387,837 shares of Common Stock reported in the Schedule 13D filed on December 28, 2016, his beneficial ownership expressed as a percentage of issued and outstanding shares of Common Stock has decreased by more than one percent (1%) from the prior filing as a result of dilution from additional issuances of Common Stock by the Company since such date (as opposed to dispositions of shares by Mr. Reynolds).

Item 1. Security and Company

This Schedule 13D/A (this “*Statement*”) relates to shares of Common Stock of the Company that are beneficially owned by Mr. Reynolds. The Company is a multi-national life sciences company focused on developing simple, easy to use, cost effective blood tests designed to help diagnose a range of cancers. The Company’s principal executive offices are located at 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

Item 2. Identity and Background

(a) Name

Cameron Reynolds, an individual.

(b) Business Address

The business address for Mr. Reynolds is 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

(c) Principal Business

Mr. Reynolds is the President and Chief Executive Officer of the Company. The Company is a multi-national life sciences company focused on developing simple, easy to use, cost effective blood tests designed to help diagnose a range of cancers. The Company's principal executive offices are located at 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

(d) – (e) No Convictions or Proceedings

During the last five years, Mr. Reynolds has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Reynolds has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship

Mr. Reynolds is a citizen of Australia.

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Item 3. Source and Amount of Funds or Other Consideration

Common Stock

Mr. Reynolds acquired 200,000 shares of Common Stock directly and 24,000 shares of Company Common Stock through his spouse, in October of 2011, in exchange for their shares of Singapore Volition Pte. Limited (“*Singapore Volition*”), the predecessor entity of the Company, pursuant to the Share Exchange Agreement between the Company, Singapore Volition and the shareholders of Singapore Volition, dated September 26, 2011. In May of 2012, Mr. Reynolds and his spouse used approximately \$4,100 in personal funds and approximately \$5,000 in personal funds, respectively, to purchase 2,344 shares of Common Stock and 2,858 shares of Common Stock, respectively, in a private placement dated April 24, 2012. In September of 2014, Mr. Reynolds received 900,000 shares of Common Stock, at no cost, from Concord International, Inc., an international business company incorporated under the International Business Companies Act (No. 2 of 1990) (“*Concord*”). In May of 2015, Mr. Reynolds used approximately (i) \$4,648 in personal funds to purchase 1,400 shares of Common Stock on the open market at \$3.3199 per share and (ii) \$341 in personal funds to purchase 100 shares of Common Stock on the open market at \$3.4099 per share. In March of 2016, Mr. Reynolds and his spouse used approximately \$3,407 in personal funds and approximately \$3,715 in personal funds, respectively, to exercise a warrant and purchase 1,172 shares of Common Stock and 1,429 shares of Common Stock, respectively. In May of 2016, Mr. Reynolds and his spouse elected a cashless exercise of 20,000 and 4,000 vested options, respectively. Of the 20,000 options exercised, 16,950 were held and cancelled by the Company as payment for the exercise which resulted in the acquisition of 3,050 shares of Common Stock by Mr. Reynolds. Of the 4,000 options exercised, 3,390 were held and cancelled by the Company as payment for the exercise which resulted in the acquisition of 610 shares of Common Stock by his spouse. In June of 2016, Mr. Reynolds’s spouse elected a cashless exercise of 29,000 vested options. Of the 29,000 vested options exercised, 23,821 were held and cancelled by the Company as payment for the exercise which resulted in the acquisition of 5,179 shares of Common Stock by his spouse. In October of 2016, Mr. Reynolds, at no cost, became the beneficial owner of 1,004,088 shares of Company Common Stock held by Concord. In November of 2016, Mr. Reynolds elected a cashless exercise of 20,000 vested options. Of the 20,000 vested options exercised, 13,393 were held and cancelled by the Company as payment for the exercise which resulted in the acquisition of 6,607 shares of Common Stock by Mr. Reynolds. In August 2017, Concord purchased an additional 3,630 shares of Common Stock on the open market at \$2.77 per share, or an aggregate of \$10,055. In August 2018, Mr. Reynolds used approximately \$12,415 in personal funds to purchase 6,500 shares of Common Stock on the open market at \$1.91 per share.

Options

The options to purchase 400,000 shares of Common Stock that are exercisable within the next 60 days were received, at no cost, by Mr. Reynolds on November 25, 2011, August 18, 2014, July 23, 2015, April 15, 2016 and March 30, 2017, respectively.

Item 4. Purpose of Transaction

Mr. Reynolds holds his shares of Common Stock for investment purposes. Mr. Reynolds may, from time to time, depending on market conditions and other considerations, purchase additional shares or dispose of some or all of the shares held by him.

(a) Mr. Reynolds has been granted options to purchase 475,000 shares of Common Stock. At the time of this Statement 400,000 options are exercisable within the next 60 days. The remaining 75,000 options will vest on January 23, 2019.

Mr. Reynolds has no current plans or proposals which relate to, or may result in, any of the matters listed in Items 4(b)-(j) of Schedule 13D.

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Item 5. Interest in Securities of the Company

(a) and (b)

As of the date hereof, the beneficial ownership of Common Stock by Mr. Reynolds is as follows (based upon 35,335,378 shares of Common Stock issued and outstanding as of November 2, 2018):

Mr. Reynolds has (i) sole investment and voting power with respect to 1,521,173 shares of Common Stock and may be deemed to have (ii) shared investment or voting power with respect to 34,076 shares of Common Stock held by his spouse, Charlotte Reynolds, and 1,007,718 shares of Common Stock held by Concord, of which Mr. Reynolds is the majority shareholder. In aggregate, Mr. Reynolds may be deemed to beneficially own 2,562,967 shares of Common Stock, which reflects an approximate 7.2% beneficial ownership of the Company.

Charlotte Reynolds

Mrs. Reynolds' business address is 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

Mrs. Reynolds is the spouse of Mr. Reynolds, who is the President and the Chief Executive Officer of the Company. Mrs. Reynolds is a homemaker.

During the last five years, Mrs. Reynolds has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mrs. Reynolds has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mrs. Reynolds is a citizen of Australia.

Concord International, Inc.

Concord is an international business company incorporated under the International Business Companies Act (No. 2 of 1990). Its principal business is investment in public and private companies and the address of its principal office is 165 Gangsa Road, #01-70, Singapore, 670165.

During the last five years, Concord has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Concord International, Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(c) None.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company

Not applicable.

Item 7. Material to be Filed as Exhibits

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 9, 2018

/s/ Cameron Reynolds

Cameron Reynolds

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: *Provided, however,* That a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.