

VOLITIONRX LTD
Form 4
September 15, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reynolds Cameron John

(Last) (First) (Middle)

1 SCOTTS ROAD, #24-05 SHAW CENTRE

(Street)

SINGAPORE, U0 228208

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VOLITIONRX LTD [VNRX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|------------------------------|------------------|-------------|---|------------------------|--------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | | | | |
| Option (Right to Buy) | \$ 2.5 | 08/18/2014 | A | | 50,000 | | 02/18/2015 | 02/18/2019 | Common Stock | 50,000 (1) |
| Option (Right to Buy) | \$ 3 | 08/18/2014 | A | | 50,000 | | 02/18/2016 | 02/18/2020 | Common Stock | 50,000 (1) |
| Option (Right to Buy) | \$ 3 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 05/25/2012 | 05/25/2015 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 3 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 11/25/2012 | 11/25/2015 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 4 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 05/25/2013 | 05/25/2016 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 4 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 11/25/2013 | 11/25/2016 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 5 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 05/25/2014 | 05/25/2017 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 5 | 05/18/2015 | <u>D(2)</u> | | | 20,000 | 11/25/2014 | 11/25/2017 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 3 | 05/18/2015 | <u>A(2)</u> | | 20,000 | | 05/25/2012 | 05/25/2016 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 3 | 05/18/2015 | <u>A(2)</u> | | 20,000 | | 11/25/2012 | 11/25/2016 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 4 | 05/18/2015 | <u>A(2)</u> | | 20,000 | | 05/25/2013 | 05/25/2017 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 4 | 05/18/2015 | <u>A(2)</u> | | 20,000 | | 11/25/2013 | 11/25/2017 | Common Stock | 20,000 |
| Option (Right to Buy) | \$ 5 | 05/18/2015 | <u>A(2)</u> | | 20,000 | | 05/25/2014 | 05/25/2018 | Common Stock | 20,000 |

Buy)

| | | | | | | | | |
|-----------------------------|------|------------|------------------|--------|------------|------------|-----------------|------|
| Option (Right to Buy) | \$ 5 | 05/18/2015 | A ⁽²⁾ | 20,000 | 11/25/2014 | 11/25/2018 | Common Stock | 20,0 |
|-----------------------------|------|------------|------------------|--------|------------|------------|-----------------|------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reynolds Cameron John 1 SCOTTS ROAD, #24-05 SHAW CENTRE SINGAPORE, UO 228208 | X | X | President and CEO | |

Signatures

/s/ Cameron
Reynolds 09/15/2015

__Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) A total of 100,000 Stock Options were granted on August 18, 2014 under the Company's 2011 Equity Incentive Plan. The Options vest in two equal installments at 6 months and at 18 months from the date of grant.
- (2) The reported transactions involved an amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the grant of "replacement" options. The "old" options were originally granted on November 25, 2011 and fully-vested on November 25, 2014, and were exercisable for three years from the date first exercisable. The "replacement" options are fully-vested and exercisable for a period of four years from the date first exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.