

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 9, 2019**

**VolitionRx Limited**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**001-36833**  
(Commission File Number)

**91-1949078**  
(IRS Employer  
Identification Number)

**13215 Bee Cave Parkway  
Suite 125, Galleria Oaks B  
Austin, Texas 78738**

(Address of principal executive offices and Zip Code)

**+1 (646) 650-1351**  
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock	VNRX	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Resignation of Dr. Habib Skaff as Director

On October 9, 2019, the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”) received written notice from Dr. Habib Skaff of his resignation from the Board and from the Company’s Audit Committee, Compensation Committee and Nominations and Governance Committee with immediate effect.

Dr. Skaff indicated that his decision to resign from the Company was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies, practices or otherwise.

Appointment of Dr. Phillip Barnes as Director

On October 9, 2019, the Board of the Company, pursuant to the Company’s Bylaws appointed Dr. Phillip Barnes to the Board to fill the vacancy from Dr. Skaff’s resignation effective as of October 9, 2019. Dr. Barnes will have an initial term expiring at the Company’s 2020 annual meeting of stockholders, subject to his future nomination by the Nominations and Governance Committee and election by the Company’s stockholders. On October 9, 2019, the Board also appointed Dr. Barnes to the Company’s Audit Committee, Compensation Committee and Nominations and Governance Committee effective concurrently with his appointment to the Board. Dr. Barnes has been determined by the Board to be independent within the meaning of the independent director standards of the Securities and Exchange Commission (the “SEC”) and the NYSE American and to otherwise qualify to serve upon the Committees for which he was appointed.

Dr. Barnes, age 58, holds a BSc and PhD from the University of London and a clinical medical degree (BM BCh) from the University of Oxford. Dr. Barnes is currently retired. Between 2009 and his retirement in 2016, Dr. Barnes served as Executive Medical Director on a number of United Kingdom Department of Health, National Health Service (“NHS”) hospital and Foundation Trust Boards. Between 2000 and 2009, Dr. Barnes was also involved in a number of national and regional advisory groups for the NHS and pharmaceutical industry. Dr. Barnes was Consultant Neurologist at King’s College Hospital, London, from 1995 to 2009 and Hon Senior Lecturer in Neurology at King’s College London from 1999 to 2009. From 1995 to 1998, Dr. Barnes served as Clinical Director for Neurology and from 1998 until 2008 as Director of the King’s Neurosciences Centre, the United Kingdom’s largest Regional Neuroscience Centre.

The Board believes that Dr. Barnes is qualified to serve on the Board as a result of his extensive experience both as a clinician and clinical manager within the United Kingdom’s NHS and related academic institutions.

On October 9, 2019, Dr. Barnes and the Company entered into an Independent Director Agreement, pursuant to which Dr. Barnes will continue to serve as a member of the Board subject to any necessary approval by the Company’s stockholders as required by applicable law and the Company’s governing documents. In exchange for his services, Dr. Barnes shall receive \$10,300 per calendar quarter commencing December 31, 2019. Except for the foregoing, there are no arrangements or understandings between Dr. Barnes and any other person pursuant to which he was selected to serve as a member of the Board.

The form of Independent Director Agreement was previously filed in substantially similar form with the SEC on May 12, 2015 as Exhibit 10.33 to the Company’s quarterly report on Form 10-Q.

The appointment of Dr. Barnes to the Board was announced by a widely disseminated press release. Furnished herewith as Exhibit 99.1 and incorporated by reference herein is a copy of the press release.

No Family Relationships / No Related Party Transactions

There are no family relationships between Dr. Barnes and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer. Additionally, there are no relationships involving Dr. Barnes that are required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release of VolitionRx Limited, October 9, 2019.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VOLITIONRX LIMITED**

Date: October 9, 2019

By: /s/ Cameron Reynolds  
Cameron Reynolds  
Chief Executive Officer & President

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**EXHIBIT INDEX**

Exhibit  
Number  
[99.1](#)

Description  
Press Release of VolitionRx Limited, dated October 9, 2019.

## **Volition Appoints Dr. Phillip Barnes to Board of Directors**

AUSTIN, Texas, October 9, 2019 /PRNewswire/ -- VolitionRx Limited (NYSE AMERICAN: VNRX) (“Volition”) today announced the appointment of Dr. Phillip Barnes to the Company’s Board of Directors as a Non-Executive Director, effective October 9, 2019. Dr. Barnes was also appointed to the Company’s Audit, Compensation and Nominations and Governance Committees. As a non-executive member of the Company’s Board, Dr. Barnes will provide independent expertise and strategic counsel to VolitionRx in connection with the planned commercialization of its Nu.Q™ blood-based diagnostic platform.

Martin Faulkes, Executive Chairman of Volition commented, “We are thrilled to have Dr. Barnes on our Board. His extensive clinical background and management expertise will make him a valuable asset and resource as we prepare for the launch of our Nu.Q™ platform.”

Dr. Barnes is a British physician with extensive experience both as a clinician and clinical manager within the UK National Health Service (“NHS”) and related academic institutions. Dr. Barnes was also involved in a number of national and regional advisory groups for the Department of Health, NHS and pharmaceutical industry including being the national lead for the NHS Action On Neurology service modernization program. Dr. Barnes served as Executive Medical Director on a number of hospital and Foundation Trust Boards until his retirement from the NHS in 2016. Dr. Barnes holds a BSc and PhD from the University of London and his clinical medical degree (BM BCh) from the University of Oxford.

On joining the Volition Board Dr. Barnes commented, “I am delighted to join the Volition team as the company nears commercialization of what I believe will be a revolutionary technology. The Nu.Q™ platform will be simple, cost effective and could provide an accessible test to millions of people around the world.”

Dr. Barnes replaces Dr. Habib Skaff from the Volition Board, who resigned effective October 9, 2019. We would like to thank Dr. Skaff for his contributions to the company.

### **About Volition**

Volition is a multi-national life sciences company developing simple, easy to use, cost effective blood tests to help diagnose a range of cancers and other diseases. Early diagnosis has the potential to not only prolong the life of patients, but also to improve their quality of life. The tests are based on the science of Nucleosomics™, which is the practice of identifying and measuring nucleosomes in the bloodstream or other bodily fluid - an indication that disease is present. Volition is primarily focused on human diagnostics but also has a subsidiary focused on animal diagnostics.

Volition’s research and development activities are centered in Belgium, with additional offices in Texas, London and Singapore, as the company focuses on bringing its diagnostic products to market.

For more information about Volition, visit Volition’s website (<http://www.volition.com>) or connect with us via:

Twitter: <https://twitter.com/volition>

LinkedIn: <https://www.linkedin.com/company/volitionrx>

Facebook: <https://www.facebook.com/VolitionRx/>

YouTube: <https://www.youtube.com/user/VolitionRx>

The contents found at Volition’s website address, Twitter, LinkedIn, Facebook, and YouTube are not incorporated by reference into this document and should not be considered part of this document. The addresses for Volition’s website, Twitter, LinkedIn, Facebook, and YouTube are included in this document as inactive textual references only.

### **Media / Investor Contacts**

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## Safe Harbor Statement

Statements in this press release may be “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. Words such as “expects,” “anticipates,” “intends,” “plans,” “aims,” “targets,” “believes,” “seeks,” “estimates,” “optimizing,” “potential,” “goal,” “suggests,” “could,” “would,” “should,” “may,” “will” and similar expressions identify forward-looking statements. These forward-looking statements relate to the effectiveness of Volition’s blood-based diagnostic tests as well as Volition’s ability to develop and successfully commercialize such test platforms for early detection of cancer and other diseases. Volition’s actual results may differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties. For instance, if Volition fails to develop and commercialize diagnostic products, it may be unable to execute its plan of operations. Other risks and uncertainties include Volition’s failure to obtain necessary regulatory clearances or approvals to distribute and market future products in the clinical IVD market; a failure by the marketplace to accept the products in Volition’s development pipeline or any other diagnostic products Volition might develop; Volition’s failure to secure adequate intellectual property protection; Volition will face fierce competition and Volition’s intended products may become obsolete due to the highly competitive nature of the diagnostics market and its rapid technological change; and other risks identified in Volition’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as other documents that Volition files with the Securities and Exchange Commission. These statements are based on current expectations, estimates and projections about Volition’s business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are made as of the date of this release, and, except as required by law, Volition does not undertake an obligation to update its forward-looking statements to reflect future events or circumstances.

Nucleosomics<sup>TM</sup> and Nu.Q<sup>TM</sup> and their respective logos are trademarks and/or service marks of VolitionRx Limited and its subsidiaries. All other trademarks, service marks and trade names referred to in this press release are the property of their respective owners. Additionally, unless otherwise specified, all references to “\$” refer to the legal currency of the United States of America.