

**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): **December 1, 2020**

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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
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.

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

Appointment of Dr. Salvatore Thomas Butera as a Director

On December 1, 2020, the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”), pursuant to the Company’s Bylaws, set the size of the Board at seven (7) members and appointed Dr. Salvatore Thomas Butera to the Board effective as of December 1, 2020. Dr. Butera will have an initial term expiring at the Company’s 2021 annual meeting of stockholders, subject to his future nomination by the Nominations and Governance Committee and election by the Company’s stockholders. On December 1, 2020, the Board also appointed Dr. Butera to the Company’s Audit Committee, Compensation Committee and Nominations and Governance Committee. Dr. Butera 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. Butera, age 70, is a Doctor of Veterinary Medicine with more than 40 years of experience in equine and small animal health in private practice as well as extensive work in both business development and management of veterinary companies. Since 2016, he has been actively involved in business development roles with Mars Veterinary Health, leading divisions including Pet Partners, LLC, Banfield Pet Hospitals and Veterinary Centers of America (“VCA”). In his time with Mars, Dr. Butera has been instrumental in the acquisition of more than 60 small animal general practices and specialty/ER hospitals. Prior to joining Mars, Dr. Butera served as Co-Founder, Board Member and Chief Medical Officer of Pet Partners, LLC, an entity that owned and operated 68 small animal veterinary hospitals in 32 states in the U.S., employing approximately 450 veterinarians and 3,200 employees. Dr. Butera’s veterinary business acumen was key to solidifying and growing Pet Partners’ development pipeline, which ultimately positioned the company for overall sale to the Mars Veterinary Health family in April, 2016.

Dr. Butera earned his Doctor of Veterinary Medicine from the University of Missouri Veterinary School, going on to serve as an Assistant Professor at Tufts University Veterinary School heading the large animal anesthetic department for several years. Dr. Butera is an honorary member of the American Veterinary Medical Association and a licensed veterinarian in the Commonwealth of Massachusetts.

The Board believes that Dr. Butera is qualified to serve on the Board as a result of his extensive experience in business development and management of veterinary companies.

On December 1, 2020, Dr. Butera and the Company entered into an Independent Director Agreement, pursuant to which Dr. Butera 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. Butera shall receive (i) \$10,300 per calendar quarter commencing December 1, 2020; and (ii) a grant of Restricted Stock Units (RSUs) to receive an aggregate of fifteen thousand shares of the Company’s common stock underlying the RSUs that vests in two equal installments at 12 months and at 24 months from the grant date. Except for the foregoing, there are no arrangements or understandings between Dr. Butera 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. Butera 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. Butera 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. Butera 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>
<u>99.1</u>	Press Release of VolitionRx Limited, dated December 3, 2020.

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: December 3, 2020

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

EXHIBIT INDEX

**Exhibit
Number**
[99.1](#)

Description
Press Release of VolitionRx Limited, dated December 3, 2020.

VolitionRx Limited Appoints Dr. Tom Butera DVM to Board of Directors

AUSTIN, Texas, December 3, 2020 /PRNewswire/ -- VolitionRx Limited (NYSE AMERICAN: VNRX) (“Volition”), a multi-national epigenetics company developing simple, easy to use, cost effective blood tests to help diagnose a range of cancers and other diseases in both humans and animals, announced today the appointment of Dr. Tom Butera DVM, to the Company’s Board of Directors, effective December 1, 2020. Dr. Butera was also appointed to the Company’s Audit, Compensation and Nominations and Governance Committees.

“We are pleased to welcome Tom to the Volition Board of Directors,” said Martin Faulkes, the Company’s Chairman of the Board. “Tom is a proven entrepreneur, innovator and value-based leader in the healthcare field, and we are confident he will bring a deep scientific understanding, as well as valuable strategic, operational and management experience at life science and veterinary companies to our Board. This is a particularly timely appointment given the launch of our Nu.Q™ Vet Cancer Screening Test earlier this week.”

“I am excited to join the board of a purpose-driven company that leads through innovation to enhance the health and well-being of people and pets,” said Dr. Butera. “I look forward to working closely with my fellow directors and the Volition leadership team to deliver on our purpose while creating long-term value for our stakeholders.”

Dr. Butera was Co-Founder, Board Member & Chief Medical Officer of Pet Partners, LLC, which was acquired by Mars Veterinary Health in 2016. He currently serves as the Business Development Director at Veterinary Centers of America (VCA), part of Mars Veterinary Health. Dr. Butera received his Bachelor of Arts degree from Fairfield University and his DVM from the University of Missouri Veterinary School.

About Volition

Volition is a multi-national epigenetics 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 a small laboratory in California and 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 [volition.com](https://www.volition.com) or connect with us via:

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

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.

Nucleosomics™ and Nu.Q™ and their respective logos are trademarks and/or service marks of VolitionRx Limited and its subsidiaries.

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