

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

---

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**VolitionRx Limited**

---

(Name of Company)

**Common Stock, \$0.001 par value per share**

---

(Title of Class of Securities)

**928661107**

---

(CUSIP Number)

**Martin Charles Faulkes**

**13215 Bee Cave Parkway**  
**Suite 125**  
**Galleria Oaks B, Austin, TX 78738**  
**+1 (646) 650-1351**

*With a copy to:*

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

---

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

**February 12, 2021**

---

(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).

---

1.	NAMES OF REPORTING PERSON <b>Martin Charles Faulkes</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) <b>PF, OO</b>	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) (see instructions) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United Kingdom</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>1,880,943<sup>(1)</sup></b>
	8.	SHARED VOTING POWER <b>356,000<sup>(2)</sup></b>
	9.	SOLE DISPOSITIVE POWER <b>1,880,943<sup>(1)</sup></b>
	10.	SHARED DISPOSITIVE POWER <b>356,000<sup>(2)</sup></b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>2,236,943<sup>(1)(2)</sup></b>	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>4.2%<sup>(1)(2)(3)</sup></b>	
14.	TYPE OF REPORTING PERSON (see instructions) <b>IN</b>	

- (1) Consists of (i) 1,505,943 shares of VolitionRx Limited, or the Company, common stock, par value \$0.001 per share and (ii) options to purchase 375,000 shares of Company common stock that are exercisable within 60 days of the date hereof, each held by Dr. Faulkes in his individual capacity.
- (2) Consists of 356,000 shares of Company common stock held directly by The Dill Faulkes Educational Trust Limited, or DFET, a U.K. registered charity. Dr. Faulkes serves as the chairman, director and trustee of DFET.
- (3) Based on (i) 48,064,575 issued and outstanding shares of Company common stock as of September 30, 2020, as reported in the Company's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2020, plus (ii) 3,809,524 shares of Company common stock sold pursuant to an Underwriting Agreement with Cantor Fitzgerald & Co., as reported in the Company's Prospectus Supplement, filed with the SEC on February 11, 2021, plus (iii) 851,051 shares of Company common stock sold after September 30, 2020, pursuant to an Equity Distribution Agreement with Oppenheimer & Co. Inc., as reported in the Company's Prospectus Supplement, filed with the SEC on February 11, 2021.

**Explanatory Note:**

Dr. Faulkes 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. On November 9, 2018, Dr. Faulkes filed Amendment No. 1 to the original statement to report his beneficial ownership expressed as a percentage of issued and outstanding shares of Common Stock had declined by more than one percent (1%) from the prior filing.

While Dr. Faulkes’s beneficial ownership has increased to 2,236,943 shares of Common Stock from 1,977,284 shares of Common Stock reported in the Schedule 13D/A filed on November 9, 2018, as a result, primarily, of dilution from additional issuances of Common Stock by the Company since such date, his beneficial ownership expressed as a percentage of issued and outstanding shares of Common Stock has (i) decreased by more than one percent (1%) from the prior filing and (ii) decreased below 5% of the Company’s outstanding shares.

**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 Dr. Faulkes. The Company is a multi-national epigenetics company that applies its Nucleosomics™ platform through its subsidiaries to develop simple, easy to use, cost-effective blood tests to help diagnose a range of cancers and other diseases. The Company tests are based on the science of Nucleosomics™, which is the practice of identifying and measuring nucleosomes in the bloodstream or other bodily fluid - since changes in these parameters are an indication that disease is present. The Company’s principal executive offices are located at 13215 Bee Cave Parkway, Suite 125 Galleria Oaks B, Austin, TX 78738.

**Item 2. Identity and Background**

## (a) Name

Martin Charles Faulkes, an individual.

## (b) Business Address

The business address for Dr. Faulkes is 13215 Bee Cave Parkway, Suite 125 Galleria Oaks B, Austin, TX 78738.

## (c) Principal Business

Dr. Faulkes is the Executive Chairman and a director of the Company. The Company is a multi-national epigenetics company that applies its Nucleosomics™ platform through its subsidiaries to develop simple, easy to use, cost-effective blood tests to help diagnose a range of cancers and other diseases. The Company tests are based on the science of Nucleosomics™, which is the practice of identifying and measuring nucleosomes in the bloodstream or other bodily fluid - since changes in these parameters are an indication that disease is present. The Company’s principal executive offices are located at 13215 Bee Cave Parkway, Suite 125 Galleria Oaks B, Austin, TX 78738.

## (d)-(e) No Convictions or Proceedings

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

During the last five years, Dr. Faulkes 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

Dr. Faulkes is a citizen of the United Kingdom.

---

**Item 3. Source and Amount of Funds or Other Consideration**Common Stock

On June 10, 2019, Dr. Faulkes used approximately \$213,600 from the proceeds of a personal loan to purchase 70,731 shares of Common Stock on the open market at \$3.02 per share.

On June 11, 2019, Dr. Faulkes used approximately \$214,700 from the proceeds of a personal loan to purchase 69,269 shares of Common Stock on the open market at \$3.10 per share.

On June 11, 2019, Dr. Faulkes used \$31,400 from the proceeds of a personal loan to purchase 10,000 shares of Common Stock on the open market at \$3.14 per share.

On August 15, 2019, Dr. Faulkes used \$197,000 from the proceeds of a personal loan to purchase 50,000 shares of Common Stock on the open market at \$3.94 per share.

On August 27, 2019, Dr. Faulkes used \$37,500 from the proceeds of a personal loan to purchase 10,000 shares of Common Stock on the open market at \$3.75 per share.

On July 21, 2020, Dr. Faulkes elected a cashless exercise of 30,000 vested options<sup>1</sup>. Of the 30,000 vested options exercised, 24,164 were held and cancelled by the Company as payment for the exercise and to satisfy the tax withholding obligations of the Dr. Faulkes, which resulted in the acquisition of 5,836 shares of Common Stock.

On July 21, 2020, Dr. Faulkes elected a cashless exercise of 30,000 vested options<sup>2</sup>. Of the 30,000 vested options exercised, 26,177 were held and cancelled by the Company as payment for the exercise and to satisfy the tax withholding obligations of the Dr. Faulkes, which resulted in the acquisition of 3,823 shares of Common Stock.

On September 9, 2020, Dr. Faulkes sold 65,000 shares in a private transaction to Lagoda Investment Management, L.P., an existing stockholder of VolitionRx Limited, at an approximate sale price of \$3.21 per share.

Options

The options to purchase 375,000 shares of Common Stock that are exercisable within the next 60 days were received, at no cost, by Dr. Faulkes on July 23, 2015, April 15, 2016, March 30, 2017, January 23, 2018, February 11, 2019, December 16, 2019 and April 13, 2020, respectively.

**Item 4. Purpose of Transaction**

Dr. Faulkes holds his shares of Common Stock for investment purposes. Dr. Faulkes 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) Dr. Faulkes has been granted options to purchase 375,000 shares of Common Stock. At the time of this Statement 375,000 options are exercisable within the next 60 days.

Dr. Faulkes 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. However, in his capacity as Executive Chairman and a director of the Company, Dr. Faulkes has an active role in the Company's management and therefore, may have general knowledge about one or more of the items listed under (a)-(j) of this Item.

---

<sup>1</sup> The exercise price of these shares was \$2.50 per share.

<sup>2</sup> The exercise price of these shares was \$3.00 per share.

---

**Item 5. Interest in Securities of the Company**

(a) and (b)

As of the date hereof, the beneficial ownership of Common Stock by Dr. Faulkes is as follows (based upon 52,725,150 shares of Common Stock issued and outstanding, which number is based on: (i) 48,064,575 issued and outstanding shares of Company common stock as of September 30, 2020, as reported in the Company's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2020, plus (ii) 3,809,524 shares of Company common stock sold pursuant to an Underwriting Agreement with Cantor Fitzgerald & Co., as reported in the Company's Prospectus Supplement, filed with the SEC on February 11, 2021, plus (iii) 851,051 shares of Company common stock sold after September 30, 2020, pursuant to an Equity Distribution Agreement with Oppenheimer & Co. Inc., as reported in the Company's Prospectus Supplement, filed with the SEC on February 11, 2021):

Dr. Faulkes has (i) sole investment and voting power with respect to 1,880,943 shares of Common Stock and may be deemed to have (ii) shared investment and voting power with respect to 356,000 shares of Common Stock held by DFET, of which Dr. Faulkes serves as the chairman, director and trustee. In aggregate, Dr. Faulkes may be deemed to beneficially own 2,236,943 shares of Common Stock, which reflects an approximate 4.2% beneficial ownership of the Company.

The Dill Faulkes Educational Trust Limited

DFET is a private company limited by guarantee without share capital and has been registered on the England & Wales Charity Register since its foundation in 1998. Its principal business is serving as an educational trust to provide funding for projects that would enhance the public understanding of science and mathematics, in particular, as well as providing scholarships and bursaries and the address of its principal office is 1st Floor Sackville House, 143-149 Fenchurch Street, London, EC3M 6BN.

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

During the last five years, DFET 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.

Guy Archibald Innes

Guy Archibald Innes, an individual, serves as a director and trustee of DFET and has a business address of 13215 Bee Cave Parkway, Suite 125 Galleria Oaks B, Austin, TX 78738. Mr. Innes is a citizen of the United Kingdom and is a director of the Company. During the last five years, Mr. Innes has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Innes 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.

Edward Futcher

Edward Futcher, an individual, serves as a director and trustee of DFET and has a business address of 13215 Bee Cave Parkway, Suite 125 Galleria Oaks B, Austin, TX 78738. Dr. Futcher is a citizen of the United Kingdom and is a director of the Company. During the last five years, Dr. Futcher has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Dr. Futcher 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.

(c) None.

(d) DFET has multiple trustees, including Dr. Faulkes, Mr. Innes and Dr. Futcher, each of whom share the dispositive and voting power over the 356,000 shares of Common Stock held by DFET.

(e) Dr. Faulkes ceased to be the beneficial owner of more than five percent of the Company's outstanding Common Stock on or about February 12, 2021.

---

**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.

---

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: March 1, 2021

*/s/ Martin Charles Faulkes*

---

Martin Charles Faulkes

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.