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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

VolitionRx Limited

(Name of Company)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

928661107

(CUSIP Number)

**Eight Corporation Limited
c/o Crowe Morgan Management Limited
8 St. George's Street
Douglas, Isle of Man IM1 1AH
+1 44 1624 665 1000**

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

July 9, 2020

(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 EIGHT CORPORATION LIMITED	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) WC, OO	
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 ISLE OF MAN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 11,976,263 (1)
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 11,976,263 (1)
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,976,263 (1)	
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) 25.9% (2)	
14.	TYPE OF REPORTING PERSON (see instructions) HC	

(1) Includes (i) 11,637,844 shares of VolitionRx Limited, or Issuer, common stock, par value \$0.001 per share held by Cotterford Company Limited, or Cotterford, and (ii) 338,419 shares of Issuer common stock held by Hever Investments Limited, or Hever, a company organized in the Isle of Man. Eight Corporation Limited is the sole corporate director of Cotterford and the sole corporate director of Hever.

(2) Based on 46,226,382 issued and outstanding shares of Issuer common stock as of May 22, 2020, as reported in the Issuer's Prospectus Supplement filed with the SEC on May 21, 2020, (File No. 333-227248) (the "Prospectus"), which includes both the shares offered under that Prospectus and the underwriters' option.

1.	NAMES OF REPORTING PERSON COTTERFORD COMPANY LIMITED	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) WC, OO	
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 ISLE OF MAN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 11,637,844
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 11,637,844
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,637,844	
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) 25.2% (1)	
14.	TYPE OF REPORTING PERSON (see instructions) IV	

(1) Based on 46,226,382 issued and outstanding shares of Issuer common stock as of May 22, 2020, as reported in the Prospectus, which includes both the shares offered under that Prospectus and the underwriters' option.

This amendment No. 5 to Schedule 13D (this "Amendment No. 4"), amends and supplements the Schedule 13D filed on June 10, 2020 (as amended, the "Initial 13D") by the Reporting Persons, relating to the common stock, par value \$0.001 per share (the "Common Stock"), of VolitionRx Limited, a Delaware corporation (the "Issuer"). Capitalized terms not defined in this Amendment No. 5 shall have the meanings ascribed to them in the Initial 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. Except as specifically amended by this Amendment No. 5, the Initial 13D is unchanged.

Item 4. Purpose of Transaction

Item 4 of the Initial 13D is hereby amended and supplemented by the addition of the following:

"On July 9, 2020, certain of the Reporting Persons issued a press release relating to the delivery of a letter to the board of directors of the Issuer relating to, among other things, the voting results of the Issuer's recent 2020 Annual Meeting and the Issuer's path forward. The letter demands increased management transparency, including a publicly communicated timeline to commercialization and material Issuer revenue by the end of 2020. A copy of the press release is attached hereto as Exhibit 3 and incorporated by reference in this Item 4 in its entirety."

Item 5. Interest in Securities of the Issuer

Paragraphs (a), (b) and (c) of Item 5 of the Initial 13D is hereby amended and restated as follows:

(a) As of the date hereof, (i) ECL may be deemed to beneficially own an aggregate of 11,976,263 shares of Common Stock, constituting approximately 25.9% of the Common Stock, (ii) Cotterford may be deemed to beneficially own an aggregate of 11,637,844, constituting approximately 25.2% of the Common Stock, and (iii) Hever may be deemed to beneficially own an aggregate of 338,419 shares of Common Stock, constituting approximately 0.7% of the Common Stock, as reported in the Issuer's Prospectus Supplement filed with the SEC on May 21, 2020, (File No. 333-227248) (the "Prospectus"), which includes both the shares offered under that Prospectus and the underwriters' option. The Initial 13D contained a calculation error which indicated that ECL owned an additional 69,069 shares of Common Stock.

(b) ECL may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 11,976,263 Shares. Cotterford may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 11,637,844 Shares. Hever may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 338,419 Shares. The Directors of ECL identified in Item 2(a) of the Initial 13D, hold shared dispositive and voting control over the shares of Common Stock beneficially owned by ECL.

(c) There have been no transactions by the Reporting Persons in the securities of the Issuer within the past sixty days.

Item 7. Material to be Filed as Exhibits

Exhibit 1 [Joint Filing Agreement, effective July 29, 2019, by and between Cotterford Company Limited and Eight Corporation Limited.*](#)

Exhibit 2 [Letter to the Board of Directors of VolitionRx Limited, dated June 8, 2020*](#)

Exhibit 3 [Press Release, dated July 9, 2020](#)

* Previously filed

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.

Dated: July 9, 2020

EIGHT CORPORATION LIMITED

By: /s/ Amy Slee
Amy Slee, Director

Dated: July 9, 2020

COTTERFORD COMPANY LIMITED

By: EIGHT CORPORATION LIMITED, as Director

By: /s/ Amy Slee
Amy Slee, Director

Cotterford Co. Ltd. Sends Letter to VolitionRX Following Annual Meeting Vote Results Confirming Deep-Seated Discontent Among Shareholders

Majority of the Board Members Failed to Gain Support of Majority of the Outstanding Shares

Shareholders Also Rejected Company's Executive Compensation, Stock Incentive Plan and Anti-Shareholder Rights Proposals

Volition Board and Management Must Heed this Clear Mandate for Change and Commit to Delivering Tangible Results on Specific Timelines

Cotterford Will Continue to Closely Monitor Progress and Take Additional Steps as Needed to Ensure Progress

DOUGLAS, Isle of Man, July 9, 2020 – Cotterford Co. Ltd. (“Cotterford”) the beneficial owner of approximately 26% of the outstanding shares of VolitionRX Limited (“Volition”) (AMEX: VNRX), today sent a letter to the Board of Directors of the Company regarding the voting results of Volition’s 2020 Annual Meeting and the Company’s path forward.

The full text of the letter follows:

July 9, 2020

Board of Directors
VolitionRX
93-95 Gloucester Place
London
W1U 6JQ
Attn: Executive Chairman Dr. Martin C. Faulkes

Dear Members of the Board:

Together with certain affiliates, Cotterford Company Limited (“Cotterford”) beneficially owns approximately 26% of the outstanding shares of VolitionRX Limited (“Volition” or the “Company”). We believe in the significant long-term potential of the Company and the value of its scientific assets. Unfortunately, Volition has consistently failed to deliver on its promises, not least because of its refusal to articulate a clear path to commercialization, with tangible interim milestones, which has led to a culture of unaccountability. Adding insult to injury, when the Company *has* conveyed targets, it has repeatedly missed the mark.

The voting results from Volition’s recent 2020 Annual Meeting paint a stark picture of a shareholder base that is fed up with the Company’s “jam tomorrow” mentality. Four of the six incumbent members of the Board of Directors (the “Board”) received support from less than 50% of the outstanding shares, and one of them failed to obtain even a majority of the votes cast. This poor showing is even more striking given that these directors **ran unopposed**. Further, if we exclude the shares held by Volition’s directors and management, these four incumbents were supported by fewer than 17.5% of the Company’s outstanding shares.

Shareholders also rejected both compensation related proposals – a non-binding advisory vote on compensation practices and the amendment of the Company’s stock incentive plan. The latter is particularly noteworthy: of more than 700 employee stock incentive plans that were proposed to shareholders over the past 12 months, **more than 99%** achieved the required votes for approval. And, in this case, nearly half of the votes in favor of these proposals came from Volition directors and management. Unaffiliated shareholders opposing these “Pay for Nonperformance” proposals outnumbered supporters by nearly a two-to-one margin.

Lastly, we were delighted to see that the shareholders also rejected all the Board's outrageous proposals to dismantle shareholder rights. Shareholders were not fooled into voting for the Board's proposals to classify the board, prohibit actions by written consent, restrict special meetings and require "cause" and a 66 2/3% supermajority for director removals.

In our prior letter, we noted that we have lost confidence in the Company's current leadership. These voting results show that we are not alone. At this point, Volition faces a pressing call to action. The Board and management must heed these results and recognize that they represent a strong mandate for change.

As noted above, we believe that shareholders' lack of confidence is driven by Volition's consistent failure to deliver on even the vaguest promises that management has outlined time and time again. We first purchased shares of the Company in 2012 and have been the largest shareholder of Volition for nearly two years. During this time, the Company has chronically made promises that it has failed to live up to. We have seen zero transparency, zero accountability, and zero deadlines communicated to Wall Street analysts, investors, or partners during the last five years. This is an unacceptable situation for a public company over this length of time.

We believe it is critical that the Company has clear goals with associated targets and metrics for achieving these goals. We must see a shift towards accountability – which thus far has been lacking in an organization seemingly run by individuals who put themselves first, rather than shareholders. Case in point: while the Company has failed to produce any material revenue, payouts to President and CEO Cameron Reynolds and Executive Chairman Martin Faulkes have represented fully 7% of Volition's expenses over the last three years.

Shareholders will not continue to tolerate Volition's optimistic projections that remain unfulfilled and have delivered **ZERO revenue and NEGATIVE profits**. We believe that shareholders will only be comforted by transparent, concrete and measurable timelines associated with Volition's pipeline of opportunities – and meaningful progress towards achieving those objectives. **First and foremost, this should include specific timelines and paths to commercialization, as well as material revenue by the end of 2020.**

We fully expect that Volition will make announcements about any and all potentially positive news in the coming weeks and months – in an attempt to signal progress to the market. Ultimately, however, shareholders' confidence will only be restored if Volition achieves milestones that are truly meaningful and impactful on a reasonable timeline – and that create real value.

We intend to closely monitor the Company's progress on these fronts and will take appropriate action to protect the best interests of shareholders if the Board and management continue on their existing path.

Very truly yours,

Amy L. Slee
On behalf of Eight Corporation Limited
Director

Important Disclosures

This press release does not constitute a solicitation of any proxy, consent or authorization with respect to any securities of the Company. This press release also does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor does it constitute a recommendation to purchase or sell of any securities of the Company.

Any views expressed in this press release represent the opinion of Cotterford, whose analysis is based on publicly available information. No representation or warranty, express or implied, is made as to the accuracy or completeness of any information contained herein. Cotterford expressly disclaims any and all liability based, in whole or in part, on such information, any errors therein or omissions therefrom. Cotterford also reserves the right to modify or change its views or conclusions at any time in the future without notice.

Furthermore, the information contained in the letter is not intended to be, nor should it be construed or used as, investment, tax or legal advice. No representation or warranty is made that Cotterford's investment process or investment objectives will or are likely to be achieved or successful or that Cotterford's investments will make any profit or will not sustain losses. Past performance is not indicative of future results. Nothing contained in this press release should be taken as any form of commitment on the part of Cotterford to take any action in connection with respect to any securities of the Company. Cotterford is in the business of buying and selling securities. We have, and may in the future, buy, sell or change the form of their position in any security for any or no reason whatsoever.

Media Contacts

Sloane & Company
Dan Zacchei / Joe Germani
dzacchei@sloanepr.com / jgermani@sloanepr.com
