



June 29, 2012

Jay Williamson
Securities and Exchange Commission
Division of Corporation Finance
100 F Street N.E.
Washington, DC 20549

**Re: VolitionRX Limited
Amendment to Form 8-K
Filed June 11, 2012
File No. 000-30402**

Dear Mr. Williamson:

VolitionRX Limited, a Delaware corporation (the "Company") hereby acknowledges that on June 22, 2012, the Company received a verbal comment from the Securities & Exchange Commission (the "Commission"), pertaining to the Company's Correspondence filed with the Commission on June 11, 2012, in connection with the Company's Form 8-K/A, also filed with the Commission on June 11, 2012, and the Company's future Form 10-Q for the quarter ended June 30, 2012 (the "Filing").

FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2012

Our future Filing on Form 10-Q for the quarter ended June 30, 2012 will include the following language under Item 2, "Unregistered Sales of Equity Securities and Use of Proceeds":

"On or about May 25, 2012, the Company issued an aggregate of 688,101 restricted shares of the Company's common stock to four (4) U.S. Accredited Investors and twenty nine (29) Non-U.S. Investors, pursuant to the closing of a private placement. Under the private placement, the Company sold an aggregate of 582,510 common shares at a per share price of \$1.75 for aggregate proceeds to the Company of \$1,019,375. Additionally, each subscriber received a four-year common stock purchase warrant to purchase one share at a price of \$2.60 for every two shares subscribed for under the private placement. The warrants are to expire on May 10, 2016. In addition, as part of the same placement, directors, employees and consultants have converted \$184,777 debt due for services on the same terms as the cash subscriptions above, for 105,591 common shares at a price of \$1.75 per share, and 52,798 warrants exercisable at a price of \$2.60 per share and expiring May 10, 2016.

The shares issued to the four (4) U.S. Accredited Investors were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, ("Securities Act"), as more specifically set forth below, on the basis that the securities were offered and sold in a non-public offering to a "sophisticated investor" who had access to registration-type information about the Company.

The shares issued to the twenty nine (29) Non-U.S. Investors were issued pursuant to Rule 903 of Regulation S, as more specifically set forth below, on the basis that the investor was not a "U.S. person" as defined in Regulation S, was not acquiring the shares for the account or benefit of a U.S. person, and the sale of the shares was completed in an "offshore transaction".

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Singapore 238841



Exemption From Registration. The shares of Common Stock referenced herein were issued in reliance upon one of the following exemptions:

(a) The shares of Common Stock referenced herein were issued in reliance upon the exemption from securities registration afforded by the provisions of Section 4(2) of the Securities Act of 1933, as amended, ("Securities Act"), based upon the following: (a) each of the persons to whom the shares of Common Stock were issued (each such person, an "Investor") confirmed to the Company that it or he is an "accredited investor," as defined in Rule 501 of Regulation D promulgated under the Securities Act and has such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities, (b) there was no public offering or general solicitation with respect to the offering of such shares, (c) each Investor was provided with certain disclosure materials and all other information requested with respect to the Company, (d) each Investor acknowledged that all securities being purchased were being purchased for investment intent and were "restricted securities" for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act and (e) a legend has been, or will be, placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequently registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

(b) The shares of Common Stock referenced herein were issued pursuant to and in accordance with Rule 903 of Regulation S of the Act. We completed the offering of the shares pursuant to Rule 903 of Regulation S of the Act on the basis that the sale of the shares was completed in an "offshore transaction", as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the shares. Each investor represented to us that the investor was not a "U.S. person", as defined in Regulation S, and was not acquiring the shares for the account or benefit of a U.S. person. The agreement executed between us and each investor included statements that the securities had not been registered pursuant to the Act and that the securities may not be offered or sold in the United States unless the securities are registered under the Act or pursuant to an exemption from the Act. Each investor agreed by execution of the agreement for the shares: (i) to resell the securities purchased only in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; (ii) that we are required to refuse to register any sale of the securities purchased unless the transfer is in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; and (iii) not to engage in hedging transactions with regards to the securities purchased unless in compliance with the Act. All certificates representing the shares were or upon issuance will be endorsed with a restrictive legend confirming that the securities had been issued pursuant to Regulation S of the Act and could not be resold without registration under the Act or an applicable exemption from the registration requirements of the Act."

In connection with the Company's responding to the verbal comment received June 22, 2012, the Company acknowledges that:

- The Company is responsible for the adequacy and accuracy of the disclosure in the Filing;
- Staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the Filing; and,
- The Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

A copy of this letter and any related documents have also been filed via the EDGAR system. Thank you for your courtesies.

Very truly yours,

VolitionRX Limited

/s/ Cameron Reynolds

By: Cameron Reynolds

Title: President, Chief Executive Officer and Director

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