

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): **November 6, 2024**

**VolitionRx Limited**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of Incorporation)	<u>001-36833</u> (Commission File Number)	<u>91-1949078</u> (IRS Employer Identification Number)
<u>1489 West Warm Springs Road, Suite 110 Henderson, Nevada</u> (Address of Principal Executive Offices)		<u>89014</u> (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, par value \$0.001 per share	VNRX	NYSE American, LLC

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 Timothy Still as Director and non-executive Chairman*

On November 6, 2024, the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”), pursuant to the Company’s Bylaws, passed a resolution to increase the size of the Board to eight (8) members and appointed Mr. Timothy I. Still to fill the new vacancy on the Board effective as of November 6, 2024. Mr. Still will have an initial term expiring at the Company’s 2025 annual meeting of stockholders, subject to his future nomination by the Nominations and Governance Committee and election by the Company’s stockholders. Mr. Still 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.

Mr. Still, age 59, has over 35 years’ experience in medical diagnostics, devices and digital health, and has extensive experience in designing and implementing highly focused commercial and business development strategies within both large and small companies. Over the course of his career, Mr. Still has been directly responsible for building the commercial viability of all of his previous companies – many of which have been successfully acquired - and has a consistent track record of identifying new market opportunities, developing markets, raising capital and developing global relationships with strategic business partners, industry suppliers, healthcare investment banks and industry analysts, while rapidly increasing revenue, market share and profitability. Mr. Still currently serves as Chairman and CEO of TSTILL Enterprises LLC, a company that provides strategic, investment, and advisory consulting services for start-up and rapidly growing medical technology companies, a position he has held since January 2019, and also currently serves, since September 2023, as an Operating Partner with Revival Healthcare, Inc., where he is involved in evaluating and managing investment opportunities in medical technology. From June 2021 to February 2023, Mr. Still was President and CEO of Sense Biodetection Limited, a molecular diagnostics company, which merged with Sherlock Biosciences, Inc. in February 2023 to create a leading point-of-care diagnostics company serving the consumer diagnostics market. Between 2008 and 2021, Mr. Still has been a CEO and/or board member at numerous medical technology companies: Myoscience, Inc., MDx Health SA (NASDAQ:MDXH), Gold Standard Diagnostics, Inc. (Executive Chairman), Global Kinetics Corporation, Xagenic, Inc. and Accumetrics, Inc. Earlier in his career, Mr. Still also held senior leadership roles at HemoSense (NASDAQ:HEM), Cholestech (NASDAQ:CTEC), and Boehringer Mannheim / Roche. Mr. Still currently serves on the board of directors of Monod Bio, Inc., a position he has held since January 2023, and as a director of miDiagnostics SA, Centese, Inc., and Ramanomics Limited, since June 2023, July 2023 and June 2024, respectively. Mr. Still holds a B.S. degree in Biological Sciences (Highest Honors) from the University of California and received an M.B.A. in Marketing and Entrepreneurship (Dean’s Scholar) from the University of Southern California.

The Board believes that Mr. Still is qualified to serve as a member of the Board and as the non-executive Chairman of the Board as a result of his extensive business development, financing and leadership experience.

On November 6, 2024, Mr. Still and the Company entered into an Independent Director Agreement, pursuant to which Mr. Still 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, pursuant to the terms of the Independent Director Agreement, Mr. Still shall receive (i) \$30,000 per calendar quarter commencing November 6, 2024; (ii) \$1,000 per day for any services performed as a member of a committee of the Company, if any, (iii) a grant of RSUs under the Company’s 2015 Stock Incentive Plan to receive an aggregate of four hundred thousand (400,000) shares of the Company’s common stock underlying the RSUs that vest in three equal installments at 12 months, at 24 months and at 36 months from the grant date; and (iv) a grant of RSUs under the Company’s 2024 Stock Incentive Plan to receive an aggregate of one million (1,000,000) shares of the Company’s common stock underlying the RSUs, that vest in two equal installments following the achievement of a closing stock price target above \$2.50 per share and above \$5.00 per share, respectively, of the Company’s common stock for a minimum of thirty consecutive trading days prior to November 6, 2027 (but no earlier than November 6, 2025), and also subject to time-based vesting in a single installment six months after the timely achievement of each stock price target, if at all. The Independent Director Agreement provides that in the event that the Company undergoes a Change of Control (as defined below), the vesting of the RSUs in (iv) above shall be accelerated to fully-vest the rights to such RSUs provided that the purchase price per share of the Company’s common stock in such transaction exceeds \$2.50 per share. “Change of Control” shall mean the consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation. The Independent Director Agreement also provides that Mr. Still shall be awarded RSUs to receive three hundred thousand (300,000) shares of the Company’s common stock on an annual basis, the vesting of which will be subject to the timely achievement by the Company, or one of its affiliates, of certain corporate goals as determined by the Board or a designated committee in its absolute discretion and upon the terms and conditions set forth in the award agreement and, if applicable, the governing plan. The grant of these annual RSU awards shall be subject to availability of shares under the governing plan and be made concurrently with the grant of RSUs, on equivalent terms, to the other members of the Board.

Except for the foregoing, there are no arrangements or understandings between Mr. Still and any other person pursuant to which he was selected to serve as a member of the Board.

The foregoing description of the material terms of the Independent Director Agreement does not purport to summarize all terms and conditions thereof and is qualified in its entirety by the text of the agreement, a copy of which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2024.

The appointment of Mr. Still to the Board and as the non-executive Chairman of 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 Mr. Still 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 Mr. Still, that are required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of VolitionRx Limited Regarding Appointment of Director, dated November 6, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: November 6, 2024

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	<a href="#">Press Release of VolitionRx Limited Regarding Appointment of Director, dated November 6, 2024.</a>

**Volition Appoints Timothy I. Still as Chairman**

**Henderson, Nevada, November 06, 2024 /PRNewswire/** -- VolitionRx Limited (NYSE AMERICAN: VNRX) ("Volition"), a multi-national epigenetics company, has appointed Timothy Still as Chairman of its board of directors, effective November 06, 2024.

Mr. Still is currently Chairman and CEO of TSTILL Enterprises LLC, and an Operating Partner with REVIVAL Healthcare. An accomplished executive with a career spanning over 35 years in medical diagnostics, devices and digital health, his background includes extensive experience in designing and implementing highly focused commercial and business development strategies within both large and small companies. Tim has been directly responsible for building the commercial viability at his previous companies, many through to acquisition.

His most recent operating role was President and CEO of Sense Biodetection. Early in 2023, Sense Bio merged with Sherlock Biosciences to create a leading point of care diagnostics company serving the consumer diagnostics market. Prior to Sense Biodetection, Mr. Still has been a CEO and/or a board member at numerous medical technology companies: Myoscience, MDx Health, Gold Standard Diagnostics (Executive Chairman), Global Kinetics, Xagenic and Accumetrics. Earlier in his career, Tim also held senior leadership roles at HemoSense, Cholestech, and Boehringer Mannheim/Roche.

Mr. Still has a master's degree in business administration (Dean's Scholar) from the University of Southern California, and a Bachelor of Science degree (Highest Honors) from the University of California at Davis.

Commenting on his appointment, Timothy Still said:

"I am excited to join Volition at such a pivotal time in the company's journey. With its groundbreaking epigenetic technology, I believe Volition has the potential to significantly impact global healthcare by detecting, guiding treatment, and monitoring disease, to improve outcomes for people and animals worldwide. I look forward to working alongside the board and leadership team during this important next phase of growth at Volition."

Cameron Reynolds, President and Group Chief Executive Officer, added:

"We are delighted to welcome Tim as Chairman of the Board of Directors at Volition. He brings extensive experience in the diagnostic sector and has a proven track record of successfully guiding companies from the R&D phase to market readiness, ultimately driving commercial success. We look forward to benefiting from his strategic advice and leadership.

"I would like to thank Guy Innes, who has acted as our Interim Non-Executive Chair since the summer and continues to serve diligently on the Volition board."

Volition is developing simple, easy-to-use, cost-effective blood tests to help diagnose and monitor a range of life-altering diseases in both humans and animals. For more information about Volition's technology go to: [www.volition.com](http://www.volition.com).

---

## **About Volition**

Volition is a multi-national company focused on advancing the science of epigenetics. Volition is dedicated to saving lives and improving outcomes for people and animals with life-altering diseases through earlier detection, as well as disease and treatment monitoring.

Through its subsidiaries, Volition is developing and commercializing simple, easy to use, cost-effective blood tests to help diagnose and monitor a range of diseases, including some cancers and diseases associated with NETosis, such as sepsis. Early diagnosis and monitoring have the potential not only to prolong the life of patients, but also to improve their quality of life.

Volition's research and development activities are centered in Belgium, with an innovation laboratory and office in the U.S. and additional offices in London and Singapore.

The contents found at Volition's website address are not incorporated by reference into this document and should not be considered part of this document. Such website address is included in this document as an inactive textual reference only.

## **Media Enquiries:**

Louise Batchelor/Debra Daglish, Volition, [mediarelations@volition.com](mailto:mediarelations@volition.com) +44 (0)7557 774620

## **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, among other topics, the potential uses, benefits and effectiveness of Volition's Nu.Q<sup>®</sup> technology platform. Volition's actual results may differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties, including, without limitation, results of studies testing the efficacy of its tests. For instance, if Volition fails to develop and commercialize diagnostic, prognostic or disease monitoring 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; a failure by the marketplace to accept the products in Volition's development pipeline or any other diagnostic, prognostic or disease monitoring 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 and disease monitoring market and its rapid technological change; downturns in domestic and foreign economies; and other risks, including those 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 press 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>™</sup>, Capture-PCR<sup>™</sup> and Nu.Q<sup>®</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.