

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): **April 4, 2025**

**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)

**1489 West Warm Springs Road, Suite 110  
Henderson, Nevada 89014**

(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:

**Title of Each Class**

Common Stock, par value \$0.001 per share

**Trading Symbol(s)**

VNRX

**Name of Each Exchange on  
which Registered**

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 7.01 Regulation FD Disclosure.**

On April 4, 2025, VolitionRx Limited (the “Company”) filed a Registration Statement on Form S-1 (the “New Registration Statement”) with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), registering an aggregate 35,867,306 shares of the Company’s common stock, par value \$0.001 per share (its “common stock”), issuable upon the exercise of previously issued warrants (the “Warrant Shares”). The Warrant Shares were previously registered by the Company under a Registration Statement on Form S-3 originally filed on September 24, 2021, as amended (File No. 333-259783), with the SEC under the Securities Act, and declared effective on November 8, 2021 (the “Shelf Registration Statement”). The Company is now registering the Warrant Shares under the New Registration Statement, and intends to seek to withdraw the Warrant Shares from the Shelf Registration Statement pursuant to Rule 477 of the Securities Act upon the declaration of effectiveness of the New Registration Statement by the SEC. **The Company is not registering any shares under the New Registration Statement other than shares that were previously registered under the Shelf Registration Statement.**

In accordance with General Instruction B.2 of Form 8-K, the information contained in Item 7.01 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing and except as expressly provided by specific reference in such filing.

**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: April 4, 2025

By: /s/ Cameron Reynolds

Cameron Reynolds

Chief Executive Officer & President