

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

Amendment No. 1
to
Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VOLITIONRX LIMITED

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

91-1949078

(I.R.S. Employer
Identification No.)

1489 West Warm Springs Road, Suite 110
Henderson, Nevada 89014
+1 (646) 650-1351

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Agents and Corporations, Inc.
1201 Orange Street, Suite 600
Wilmington, Delaware 19801
+1 (800) 759-2248

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Marc G. Alcer, Esq.
Stradling Yocca Carlson & Rauth LLP
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
+1 (949) 725-4000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Pre-Effective Amendment No. 1 (this “Pre-Effective Amendment”) is being filed to amend the Registration Statement on Form S-3 (File No. 333-283088) originally filed by the registrant on November 8, 2024 (the “Registration Statement”) solely for the purpose of (i) updating the Filing Fee Table to reflect the revised amount of remaining unsold securities to be included on the Registration Statement pursuant to Rule 415(a)(6) that were registered on a previously filed registration statement and the resulting fee offsets, and (ii) to file an updated consent of Sadler, Gibb and Associates, LLC, the registrant’s independent registered public accounting firm. Accordingly, this Pre-Effective Amendment consists only of the facing page, this Explanatory Note, the amended Exhibit Index, and the signature pages. The remainder of the Registration Statement remains unchanged.

Item 16. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
1.1*	Form of Underwriting Agreement.					
3.1	Second Amended and Restated Certificate of Incorporation, as amended and currently in effect.	S-8	333-280974	4.2	7/24/24	
3.2	Amended and Restated Bylaws, as amended and currently in effect.	10-Q	001-36833	3.2	5/13/24	
4.1	Specimen Common Stock Certificate.	10-SB	000-30402	3(A)	12/6/99	
4.2*	Form of Common Stock Warrant Agreement and Warrant Certificate.					
4.3*	Form of Unit Agreement.					
5.1**	Opinion of Stradling Yocca Carlson & Rauth LLP.					
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2**	Consent of Stradling Yocca Carlson & Rauth LLP (included in Exhibit 5.1).					
24.1**	Power of Attorney (included on the signature page to the initial filing of this registration statement).					
107	Filing Fee Table.					X

* To be filed by amendment or as an exhibit to a report pursuant to Section 13(a) or 15(d) of the Exchange Act and incorporated herein by reference, if applicable.

** Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dubai, United Arab Emirates, on April 11, 2025.

VOLITIONRX LIMITED

By: /s/ Cameron Reynolds

Cameron Reynolds

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Cameron Reynolds</u> Cameron Reynolds	President, Chief Executive Officer and Director (Principal Executive Officer)	April 11, 2025
<u>/s/ Terig Hughes</u> Terig Hughes	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 11, 2025
<u>/s/ Rodney Gerard Rootsart</u> Rodney Gerard Rootsart	Secretary	April 11, 2025
<u>*</u> Guy Innes	Director	April 11, 2025
<u>*</u> Dr. Alan Colman	Director	April 11, 2025
<u>*</u> Dr. Phillip Barnes	Director	April 11, 2025
<u>*</u> Kim Nguyen	Director	April 11, 2025
<u>*</u> Mickie Henshall	Director	April 11, 2025
<u>*</u> Dr. Ethel Rubin	Director	April 11, 2025
<u>*</u> Timothy Still	Director	April 11, 2025
<u>* By: /s/ Cameron Reynolds</u> Cameron Reynolds	Attorney-in-fact	April 11, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

As independent registered public accountants, we hereby consent to the incorporation by reference of our report dated March 31, 2025, with respect to the financial statements of VolitionRx Limited for the years ended December 31, 2024 and 2023, in its Registration Statement on Form S-3, as amended (File No. 333-283088).

We also consent to the reference of our firm under the caption “Experts” in the registration statement.

/s/ Sadler, Gibb and Associates, LLC

Draper, UT
April 11, 2025

CALCULATION OF FILING FEE TABLE

Form S-3
(Form Type)

VolitionRx Limited

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Common stock, par value \$0.001 per share	—	—	—	—	—	—				
	Other	Warrants	—	—	—	—	—	—				
	Other	Units ⁽⁴⁾	—	—	—	—	—	—				
	Unallocated (Universal) Shelf	—	457(o)	—	—	\$100,000,000	0.00015310	\$15,310				
Fees Previously Paid	—	—	—	—	—	—	—	—				
Carry Forward Securities												
Carry Forward Securities	Unallocated (Universal) Shelf	—	Rule 415(a)(6)	(5)	(5)	\$31,673,523.43 ⁽⁵⁾			S-3	333-259783	Nov. 8, 2021	\$3,455.58
	Total Offering Amounts					\$100,000,000		\$15,310				
	Total Fees Previously Paid							10,948.64				
	Total Fee Offsets							\$3,455.58				
	Net Fee Due							\$905.78				

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), the securities being registered hereunder shall be deemed to include an indeterminate number of shares of common stock, warrants, and units to be issued or issuable with respect to the securities registered hereunder as a result of any stock splits, stock dividends or similar transactions.
- (2) Pursuant to Instruction 2.A.iii.b. of Item 16(b) of Form S-3, this information is not specified as to each class of securities to be registered. There is being registered hereby such indeterminate number of the securities of each identified class as may from time to time be issued at indeterminate prices. Securities registered hereunder may be sold separately, or in combination with other securities registered hereunder.
- (3) The proposed maximum aggregate offering price has been estimated solely to calculate the registration fee in accordance with Rule 457(o) under the Securities Act. In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$100,000,000. Separate consideration may or may not be received for securities that are issuable upon conversion of, or in exchange for, or upon exercise of, convertible or exchangeable securities.
- (4) Each unit will be issued under a unit agreement and will represent an interest in two or more equity securities, which may or may not be separable from one another.
- (5) Pursuant to Rule 415(a)(6) under the Securities Act, this registration statement includes \$31,673,523.43 aggregate principal offering price of unsold securities (the “Unsold Securities”) that were previously registered for sale under a Registration Statement initially filed on September 24, 2021 on Form S-3 (File No. 333-259783) and declared effective on November 8, 2021 (the “Prior Registration Statement”). The Prior Registration Statement registered securities for a proposed maximum aggregate offering price of \$100,000,000, \$68,326,476.57 of which have been sold. The Registrant previously paid at various times filing fees in the aggregate of \$3,455.58 relating to the Unsold Securities. Pursuant to Rule 415(a)(6) under the Securities Act, the filing fees previously paid with respect to the Unsold Securities will continue to be applied to such Unsold Securities. Pursuant to Rule 415(a)(6) under the Securities Act, the offering of Unsold Securities under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this registration statement.