

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): **June 18, 2025**

**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)
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**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:

<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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 18, 2025, VolitionRx Limited (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved a Certificate of Second Amendment (the “Amendment”) of the Second Amended and Restated Certificate of Incorporation (the “Restated Certificate”), providing for an increase in authorized shares from one hundred seventy-five million (175,000,000) shares to three hundred twenty-five million (325,000,000) shares, consisting of three hundred twenty-five million (325,000,000) shares of common stock, par value \$0.001 per share. The Amendment had previously been approved by the Board of Directors on April 2, 2025, subject to the approval of the Company’s Stockholders. The Amendment became effective upon its filing with the Secretary of State of the State of Delaware on June 18, 2025.

The Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to such Exhibit 3.1.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting held at 3:30 p.m. British Summer Time on June 18, 2025 at 93-95 Gloucester Place, London, W1U 6JQ, United Kingdom, the Company’s stockholders voted on four proposals. The Company had 100,775,334 shares of common stock outstanding on April 25, 2025, the record date for the Annual Meeting, of which 51,635,355 shares of common stock were present in person or represented by proxy at the Annual Meeting.

The following sets forth the final voting results of the four proposals voted upon by the Company’s stockholders at the Annual Meeting. These matters are described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2025 (the “Proxy Statement”).

**Proposal 1:** The stockholders elected eight members to the Board of Directors to hold office until the 2026 annual meeting of stockholders and until their successors are duly elected and qualified, or until their earlier resignation or removal. The voting results are as follows:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Dr. Phillip Barnes	35,018,471	1,964,275	14,652,609
Dr. Alan Colman	35,024,256	1,958,490	14,652,609
Mickie Henshall	35,363,392	1,619,354	14,652,609
Guy Innes	34,317,785	2,664,961	14,652,609
Kim Nguyen	34,646,196	2,336,550	14,652,609
Cameron Reynolds	36,104,993	877,753	14,652,609
Dr. Ethel Rubin	36,125,178	857,568	14,652,609
Timothy Still	36,004,285	978,461	14,652,609

**Proposal 2:** The stockholders ratified the selection of Sadler, Gibb & Associates, LLC as the Company’s independent registered public accounting firm for the year ending December 31, 2025. The voting results are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
51,261,805	330,721	42,829

**Proposal 3:** The stockholders approved, by a non-binding advisory vote, the compensation of the Company’s named executive officers as described in the Proxy Statement. The voting results are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
34,417,170	2,340,233	225,343	14,652,609

**Proposal 4:** The stockholders approved the Amendment of the Restated Certificate. The voting results are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
49,458,528	1,791,694	385,133

No other matters were presented for consideration or stockholder action at the Annual Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Second Amendment of the Second Amended and Restated Certificate of Incorporation.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL (eXtensible Business Reporting Language) 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: June 20, 2025

By: /s/ Cameron Reynolds

Cameron Reynolds

Chief Executive Officer & President

EXHIBIT INDEX

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**CERTIFICATE OF SECOND AMENDMENT  
OF THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
VOLITIONRX LIMITED,  
a Delaware corporation**

VolitionRx Limited, a Delaware corporation (the “**Corporation**”), organized and existing under and by virtue of the Delaware General Corporation Law (the “**DGCL**”), does hereby certify that:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware (the “**Delaware Secretary**”) on September 24, 1998 under the name “Standard Capital Corporation”, and amended and restated as filed with the Delaware Secretary on September 30, 2013. The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Delaware Secretary on October 7, 2016 (the “**Second Amended and Restated Certificate of Incorporation**”). The Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Delaware Secretary on July 2, 2024 (together with the Second Amended and Restated Certificate of Incorporation, the “**Restated Certificate**”).

SECOND: The Board of Directors of the Corporation (the “**Board of Directors**”) has duly adopted resolutions proposing and declaring advisable the following amendment to the Restated Certificate, directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Section 6.1 of Article 6 of the Second Amended and Restated Certificate of Incorporation, as amended, is hereby amended and restated in its entirety to read in full as follows:

“6.1 The aggregate number of shares of stock that the Corporation shall have authority to issue is Three Hundred Twenty-Five Million (325,000,000) shares, consisting of Three Hundred Twenty-Five Million (325,000,000) shares of common stock, par value \$0.001 (“Common Stock”).”

THIRD: That thereafter, pursuant to a resolution of the Board of Directors, the Annual Meeting of the Stockholders of the Corporation was duly called and held on June 18, 2025, upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendment of the Restated Certificate.

FOURTH: This Certificate of Second Amendment of the Second Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted and approved in accordance with the applicable provisions of Sections 222 and 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Second Amendment of the Second Amended and Restated Certificate of Incorporation to be executed by the undersigned duly authorized officer this 18th day of June, 2025.

VOLITIONRX LIMITED

By: /s/ Cameron Reynolds

Name: Cameron Reynolds

Title: President and Chief Executive Officer