

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 28, 2026**

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 (512) 774-8930
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed from 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 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K (this “Current Report”) is incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, at a special meeting held on March 31, 2026, the stockholders of VolitionRx Limited (the “Company”) approved a proposal granting the Company’s board of directors (the “Board”) the authority to exercise its discretion to amend the Company’s Second Amended and Restated Certificate of Incorporation (the “Restated Certificate”), to effect a reverse stock split (the “Reverse Stock Split”) of the outstanding shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), with the specific ratio to be determined by the Board within the range that was approved by the stockholders of the Company in connection therewith. The Board subsequently approved the Reverse Stock Split at a ratio of one-for-twenty.

On April 27, 2026, the Company filed a Certificate of Third Amendment of the Second Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Delaware Secretary of State, which amended Section 6.1 of Article 6 of the Restated Certificate, effective as of 12:01 a.m. ET on April 28, 2026, to (i) give effect to the Reverse Stock Split, and (ii) describe the treatment of any fractional shares of Common Stock upon the effectiveness of the Reverse Stock Split.

The foregoing summary of the terms of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Third Amendment of the Second Amended and Restated Certificate of Incorporation of VolitionRx Limited
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: April 28, 2026

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

**CERTIFICATE OF THIRD 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**”), as amended by the Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of the Corporation filed with the Delaware Secretary on July 2, 2024, (the “**First Amendment**”), as further amended by the Certificate of Second Amendment of the Second Amended and Restated Certificate of Incorporation filed with the Delaware Secretary on June 18, 2025 (the “**Second Amendment**” and together with the First Amendment and 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”). Effective at 12:01 A.M. Eastern Time on April 28, 2026 (the “Effective Time”), each twenty (20) shares of Common Stock then issued and outstanding, or held in the treasury of the Corporation, immediately prior to the Effective Time shall automatically be reclassified and converted into one (1) share of Common Stock, without any further action by the Corporation or the respective holders of such shares (the “Reverse Stock Split”). No fractional shares shall be issued in connection with the Reverse Stock Split. A holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share.”

THIRD: That thereafter, pursuant to a resolution of the Board of Directors, the Special Meeting of the Stockholders of the Corporation was duly called and held on March 31, 2026, 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 Third 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 Third Amendment of the Second Amended and Restated Certificate of Incorporation to be executed by the undersigned duly authorized officer this 25th day of April.

VOLITIONRX LIMITED

By: /s/ Cameron Reynolds

Name: Cameron Reynolds

Title: President and Chief Executive Officer