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): **July 17, 2026**

VolitionRx Limited

(Exact name of registrant as specified in its charter)

Delaware	**001-36833**	**91-1949078**
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

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 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	Trading Symbol(s)	Name of Each Exchange on which Registered
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 July 17, 2026, VolitionRx Limited (the "Company") filed a Certificate of Fourth Amendment (the "Amendment") of the Second Amended and Restated Certificate of Incorporation (as amended, the "Restated Certificate") with the Secretary of State of the State of Delaware, which became effective upon filing. The Amendment amends Section 6.1 of the Restated Certificate to reduce the number of authorized shares of the Company's common stock, par value $0.001 per share (the "Common Stock"), from 325,000,000 to 150,000,000.

The Amendment had previously been approved by the board of directors of the Company (the "Board") on May 11, 2026, subject to the approval of the Company's stockholders. The Amendment was approved by the Company's stockholders at the Annual Meeting (as defined below) as described in Item 5.07 below.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

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

On July 17, 2026, the Company held its 2026 annual meeting of stockholders (the "Annual Meeting") at 3:30 p.m. British Summer Time at 93-95 Gloucester Place, London, W1U 6JQ, United Kingdom, during which the Company's stockholders voted on five proposals. The Company had 8,627,191 shares of common stock outstanding on May 26, 2026, the record date for the Annual Meeting, of which 4,261,161 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 five proposals voted upon at the Annual Meeting, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 2, 2026 (the "Proxy Statement").

Proposal 1: The stockholders elected seven directors to serve until the next annual meeting of stockholders, and until each such director's successor is duly elected and qualified, or until his or her earlier death, resignation or removal. The voting results are as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Dr. Phillip Barnes	2,088,058	179,087	1,994,016
Dr. Alan Colman	2,085,363	181,782	1,994,016
Guy Innes	2,085,112	182,033	1,994,016
Kim Nguyen	2,167,404	99,741	1,994,016
Cameron Reynolds	2,154,815	112,330	1,994,016
Dr. Ethel Rubin	2,139,364	127,781	1,994,016
Timothy Still	2,142,270	124,875	1,994,016

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, 2026. The voting results are as follows:

Votes For	Votes Against	Votes Abstained
4,152,372	76,635	32,154

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

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
2,127,860	127,935	11,350	1,994,016

Proposal 4: The stockholders approved the Amendment of the Restated Certificate to reduce the number of authorized shares of Common Stock from 325,000,000 to 150,000,000. The voting results are as follows:

Votes For	Votes Against	Votes Abstained
4,011,189	218,947	31,025

Proposal 5: The stockholders approved the Company's 2026 Stock Incentive Plan. The voting results are as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
2,078,833	182,048	6,264	1,994,016

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Fourth Amendment of the Second Amended and Restated Certificate of Incorporation, as amended.
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: July 21, 2026

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

EXHBIT INDEX

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Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VOLITIONRX LIMITED", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2026, AT 3:32 O`CLOCK P.M.

Charuni Patibanda-Sanchez, Secretary of State

2946714 8100
SR# 20263764340

Authentication: 204566687
Date: 07-20-26

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 07/17/2026
FILED 03:32 PM 07/17/2026
SR 20263764340 - File Number 2946714

CERTIFICATE OF FOURTH 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 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**"), as further amended by the Certificate of Third Amendment of the Second Amended and Restated Certificate of Incorporation filed with the Delaware Secretary on April 27, 2026 (the "**Third Amendment**" and together with the First Amendment and the Second 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 of 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 One Hundred Fifty Million (150,000,000) shares, consisting of One Hundred Fifty Million (150,000,000) 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 July 17, 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 Fourth 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 Fourth Amendment of the Second Amended and Restated Certificate of Incorporation to be executed by the undersigned duly authorized officer this 17th day of July, 2026.

VOLITIONRX LIMITED
By: ______________________
Name: Cameron Reynolds
Title: President and Chief Executive Officer