SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address Micallef Jacob	of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol <u>VOLITIONRX LTD</u> [VNRX]		ionship of Reporting Persor all applicable) Director	n(s) to Issuer
(Last) 1489 WEST WAI	(First) RM SPRINGS ROAI	(Middle) D	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2023	х	Officer (give title below) Chief Scientific	Other (specify below)
SUITE 110			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing (0 Form filed by One Repor	,
(Street) HENDERSON	NV	89014			Form filed by More than	One Reporting Person
(City)	(State)	(Zip)				
			1	1		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Ad Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/12/2023		Α		14,625(1)	A	\$0.00	203,017	D	
Common Stock								35,000	I	By Spouse
Common Stock								38,113	I	By Borlaug Limited ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

			(e.g.	, puis,	calls	, wan	ants, c	puons, co	Jivertible	e securiti	25)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		5. Num Derivat Securit Acquire or Disp (D) (Ins and 5)	tive ties ed (A) bosed of	6. Date Exerce Expiration D (Month/Day/	ate	7. Title and Securities L Derivative S (Instr. 3 and	Inderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		

Explanation of Responses:

1. On October 4, 2022, the reporting person was awarded 39,000 restricted stock units under the Issuer's 2015 Stock Incentive Plan, subject to vesting upon the achievement of certain corporate performance goals on or prior to December 31, 2022 and June 30, 2023 and also subject to time-based vesting. Certain of the performance goals were met, resulting in the rights with respect to 14,625 restricted stock units vesting. The restricted stock units are further subject to a 3-year time-based vesting schedule, vesting in three equal installments of 4,875 units on each of October 4, 2023, October 4, 2024 and October 4, 2025, respectively. Upon vesting and settlement, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested. As reported in October 2022, the rights with respect to 6,825 restricted stock units subject to the award previously vested and remain subject to time-based vesting.

2. The shares of common stock are held directly by Borlaug Limited. The reporting person is a controlling director of Borlaug Limited and has voting and dispositive control over the shares of common stock held by Borlaug Limited

Remarks:

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** Signature of Reporting Person

01/13/2023

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

