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

OMB APPROV	/AL				
OMB Number:	3235-0287				
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1. Name and Addr	2. Issuer Name and Ticker or Trading Symbol <u>VOLITIONRX LTD</u> [VNRX]							(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner										
(Last)	(First)	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2023								Director Officer (g below)	ive title C		10% Ov Other (s below)						
1489 WEST WARM SPRINGS ROAD SUITE 110					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(Street) HENDERSON NV 89014													Form file	d by More	than C	ne Reportin	ig Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) Date				nsaction h/Day/Year) 2A. Deemed Execution Da if any (Month/Day/Y		3. Transaction Code (Instr.		4. Securit	Securities Acquired (A) or isposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount		(A) or (D)	Price	(Instr. 3 and 4)				(1150.4)		
Common Stock		01/1	2/2023		A		5,625	(1)	A	\$0.00	30,436		D						
Common Stock									30,556			I	By Spouse						
						urities Acqui s, warrants, c							ed						
1. Title of Derivative Security (Instr. 3)	ervivative Conversion Date Execution Date, ecurity (Instr. 3) or Exercise (Month/Day/Year) if any			C	ransaction Code (Instr.	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year) Derivative Sec (Instr. 3 and 4			derlying curity	8. Price of Derivative Security (Instr. 5) Beneficia		9 5	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership				

Explanation of Responses:

(D) (Instr. 3, 4

and 5)

1. On October 4, 2022, the reporting person was awarded 15,000 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 5,625 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 1,875 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 2,625 restricted stock units subject to the award previously vested and remain subject to time-based vesting.

Remarks:

Security

/s/ Kim Nguyen

** Signature of Reporting Person

01/13/2023

Following

Reported Transaction(s)

(Instr. 4)

(I) (Instr. 4)

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.