

VOLITIONRX LTD

Form 4

September 15, 2015

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Faulkes Martin Charles

(Last) (First) (Middle)

1 SCOTTS ROAD, #24-05 SHAW
CENTRE

(Street)

SINGAPORE, U0 228208

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VOLITIONRX LTD [VNRX]

3. Date of Earliest Transaction
(Month/Day/Year)

08/18/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (I) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Option (Right to Buy)	\$ 2.5	08/18/2014	A		30,000		02/18/2015	02/18/2019	Common Stock	30,000 (1)
Option (Right to Buy)	\$ 3	08/18/2014	A		30,000		02/18/2016	02/18/2020	Common Stock	30,000 (1)
Option (Right to Buy)	\$ 3	05/18/2015	D ⁽²⁾			5,000	05/25/2012	05/25/2015	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	D ⁽²⁾			5,000	11/25/2012	11/25/2015	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	D ⁽²⁾			5,000	05/25/2013	05/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	D ⁽²⁾			5,000	11/25/2013	11/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 5	05/18/2015	D ⁽²⁾			5,000	05/25/2014	05/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 5	05/18/2015	D ⁽²⁾			5,000	11/25/2014	11/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	A ⁽²⁾		5,000		05/25/2012	05/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	A ⁽²⁾		5,000		11/25/2012	11/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	A ⁽²⁾		5,000		05/25/2013	05/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	A ⁽²⁾		5,000		11/25/2013	11/25/2017	Common Stock	5,000
Option (Right to	\$ 5	05/18/2015	A ⁽²⁾		5,000		05/25/2014	05/25/2018	Common Stock	5,000

Buy)

Option

(Right to

\$ 5

05/18/2015

A⁽²⁾

5,000

11/25/2014 11/25/2018

Common
Stock

5,000

Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Faulkes Martin Charles

1 SCOTTS ROAD, #24-05 SHAW CENTRE

X

SINGAPORE, U0 228208

Signatures

/s/ Martin Charles

Faulkes

09/15/2015

**Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

- (1) A total of 60,000 Options were granted on August 18, 2014 under the Company's 2011 Equity Incentive Plan. The Options vest in two equal installments at 6 months and at 18 months from the date of grant.

- (2) The reported transactions involved an amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the grant of "replacement" options. The "old" options were originally granted on November 25, 2011 and fully-vested on November 25, 2014, and were exercisable for three years from the date first exercisable. The "replacement" options are fully-vested and exercisable for a period of four years from the date first exercisable.

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

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