

VOLITIONRX LTD
Form 4
September 15, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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 (D) or Indirect (I) (Instr. 4)	7. Nature of 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V				
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	<u>D⁽²⁾</u>	5,000	05/25/2012	05/25/2015	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	<u>D⁽²⁾</u>	5,000	11/25/2012	11/25/2015	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	<u>D⁽²⁾</u>	5,000	05/25/2013	05/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	<u>D⁽²⁾</u>	5,000	11/25/2013	11/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 5	05/18/2015	<u>D⁽²⁾</u>	5,000	05/25/2014	05/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 5	05/18/2015	<u>D⁽²⁾</u>	5,000	11/25/2014	11/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	<u>A⁽²⁾</u>	5,000	05/25/2012	05/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 3	05/18/2015	<u>A⁽²⁾</u>	5,000	11/25/2012	11/25/2016	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	<u>A⁽²⁾</u>	5,000	05/25/2013	05/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 4	05/18/2015	<u>A⁽²⁾</u>	5,000	11/25/2013	11/25/2017	Common Stock	5,000
Option (Right to Buy)	\$ 5	05/18/2015	<u>A⁽²⁾</u>	5,000	05/25/2014	05/25/2018	Common Stock	5,000

Buy)

Option
(Right to
Buy)

\$ 5

05/18/2015

A(2)

5,000

11/25/2014 11/25/2018

Common
Stock

5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Faulkes Martin Charles 1 SCOTTS ROAD, #24-05 SHAW CENTRE SINGAPORE, U0 228208	X			

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.
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.
- (2)

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