

Micallef Jacob Vincent
 Form 4
 December 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Micallef Jacob Vincent

(Last) (First) (Middle)
 1 SCOTT 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)
 12/20/2018

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)
 Chief Scientific Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership 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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or (D) | Disposed of (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|------------------------------|------------------|------------------|------------|----------------------------------|------------------|-----------------|--------------|----------------------------|
| Option (Right to Buy) | \$ 2.5 | 12/20/2018 | D ⁽¹⁾ | (A) | 65,000 | 02/18/2015 | 02/18/2019 | Common Stock | 65,000 |
| Option (Right to Buy) | \$ 3 | 12/20/2018 | D ⁽¹⁾ | (A) | 65,000 | 02/18/2016 | 02/18/2020 | Common Stock | 65,000 |
| Option (Right to Buy) | \$ 2.5 | 12/20/2018 | A ⁽¹⁾ | (A) | 65,000 | 02/18/2015 | 08/18/2020 | Common Stock | 65,000 |
| Option (Right to Buy) | \$ 3 | 12/20/2018 | A ⁽¹⁾ | (A) | 65,000 | 02/18/2016 | 08/18/2020 | Common Stock | 65,000 |
| Option (Right to Buy) | \$ 4 | 12/20/2018 | D ⁽²⁾ | (A) | 55,000 | 01/23/2016 | 01/23/2020 | Common Stock | 55,000 |
| Option (Right to Buy) | \$ 4 | 12/20/2018 | A ⁽²⁾ | (A) | 55,000 | 01/23/2016 | 07/23/2021 | Common Stock | 55,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Micallef Jacob Vincent 1 SCOTTS ROAD #24-05 SHAW CENTRE SINGAPORE, U0 228208 | | | Chief Scientific Officer | |

Signatures

/s/ Jacob Vincent
Micallef

12/21/2018

**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) 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 August 18, 2014 and vested in two equal installments at 6 months and at 18 months from the date of grant, and were exercisable for four years from the date first exercisable. The "replacement"

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options are fully-vested and both installments expire on August 18, 2020.

- (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 July 23, 2015 and vested in full at 6 months from the date of grant, and were exercisable for four years from the date first exercisable. The "replacement" options are fully-vested and expire on July 23, 2021.

- (3) These options to purchase Common Stock are owned of record by Borlaug Limited, which is a consulting firm. Dr. Micallef is a controlling director of Borlaug Limited and has voting and dispositive control over the Common Stock issuable to Borlaug Limited upon the exercise of these options. However, Dr. Micallef disclaims beneficial ownership of these options and the Common Stock issuable upon exercise of the options except to the extent of his pecuniary interest therein.

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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