

VOLITIONRX LTD  
Form S-8  
October 14, 2016

As filed with the Securities and Exchange Commission on October 14, 2016

Registration No. 333-\_\_\_\_\_

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

\_\_\_\_\_  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

\_\_\_\_\_  
**VOLITIONRX LIMITED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**91-1949078**  
(I.R.S. Employer  
Identification Number)

\_\_\_\_\_  
**1 Scotts Road**

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**#24-05 Shaw Centre**

**Singapore 228208**

(Address of Principal Executive Offices; Zip Code)

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**VolitionRx 2015 Stock Incentive Plan, as amended**

(Full title of the plan)

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**Agents and Corporations, Inc.**

**1201 Orange Street, Suite 600**

**Wilmington, Delaware 19899**

(Name and address of agent for service)

**+1 (646) 650-1351**

(Telephone number, including area code, of agent for service)

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**Copies to:**

**Marc G. Alcser**

**Peter Dansie**

**Stradling Yocca Carlson & Rauth**

**660 Newport Center Drive, Suite 1600**

**Newport Beach, California 92660**

**(949) 725-4000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in

Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer .

Accelerated filer .

Non-accelerated filer .

Smaller reporting company .

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)(2)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(3)</sup></b>	<b>Amount of Registration Fee<sup>(3)</sup></b>
Common Stock, par value \$0.001 per share	750,000	\$4.87	\$3,652,500	\$423.32

(1)

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the registrant's common stock that become issuable under the registrant's 2015 Stock Incentive Plan, as amended (the "Plan"), by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of consideration that results in an increase in the number of the registrant's outstanding shares of common stock.

(2)

Represents 750,000 additional shares of the registrant's common stock reserved for issuance pursuant to the Plan.

(3)

Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, solely for purposes of calculating the registration fee, which is the average of the high and low sales price of the registrant's common stock as reported on the NYSE MKT on October 11, 2016.



**REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (this Registration Statement ) is being filed for the purpose of registering an additional 750,000 shares of VolitionRx Limited (the Registrant ) common stock, par value \$0.001 per share ( Common Stock ), reserved for issuance under the Registrant s 2015 Stock Incentive Plan, as amended (the Plan ), which are the same class as those securities registered on the Registrant s prior registration statement on Form S-8 (File No. 333-208512), filed with the Securities and Exchange Commission (the Commission ) on December 11, 2015. The contents of the foregoing registration statement on Form S-8 are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

A list of exhibits filed with this Registration Statement is set forth in the Exhibit Index and is incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Namur, Belgium, on October 14, 2016.

VOLITIONRX LIMITED

By:

/s/ Cameron Reynolds

Cameron Reynolds

President, Chief Executive Officer and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Cameron Reynolds and Rodney Rootsart, and each of them, acting individually, his true and lawful attorneys-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Cameron Reynolds</u>	President, Chief Executive Officer and Director	October 14, 2016
Cameron Reynolds	(Principal Executive Officer)	
<u>/s/ David Kratochvil</u>	Chief Financial Officer and Treasurer	October 14, 2016
David Kratochvil	(Principal Financial and Accounting Officer)	
<u>/s/ Rodney Gerard Rootsart</u>	Secretary	October 14, 2016
Rodney Gerard Rootsart		
<u>/s/ Dr. Martin Faulkes</u>	Director	October 14, 2016
_____		
Dr. Martin Faulkes		
<u>/s/ Guy Innes</u>	Director	October 14, 2016
Guy Innes		
<u>/s/ Dr. Alan Colman</u>	Director	October 14, 2016
Dr. Alan Colman		
<u>/s/ Dr. Habib Skaff</u>	Director	October 14, 2016
Dr. Habib Skaff		
<u>/s/ Dr. Edward Futcher</u>	Director	October 14, 2016
Dr. Edward Futcher		



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>			<b>Filing Date</b>	<b>Filed Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>		
4.1	Second Amended and Restated Certificate of Incorporation.	8-K	001-36833	3.1	10/11/16	
4.2	Amended and Restated Bylaws.	S-8	333-208512	4.2	12/11/15	
5.1	Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation.					X
10.1	2015 Stock Incentive Plan, as amended.					X
10.2	Form of Notice of Stock Option Grant and Stock Option Agreement under the 2015 Stock Incentive Plan.					X
10.3	Form of Notice of Restricted Stock Award and Restricted Stock Agreement under the 2015 Stock Incentive Plan.					X
10.4	Form of Notice of Stock Bonus Award and Stock Bonus Award Agreement under the 2015 Stock Incentive Plan.					X
10.5	Form of Notice of Stock Appreciation Right Award and Stock Appreciation Right Award Agreement under the 2015 Stock Incentive Plan.					X
10.6	Form of Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement under the 2015 Stock Incentive Plan.					X
10.7	Form of Notice of Performance Shares Award and Performance Shares Agreement under the 2015 Stock Incentive Plan.					X
23.1	Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (contained in Exhibit 5.1).					X
23.2						X

Consent of Independent  
Registered Public Accounting  
Firm (Sadler, Gibb and  
Associates, LLC).

24.1 Power of Attorney (contained on  
signature page).

X