

VOLITIONRX LTD  
Form S-8  
December 11, 2015

As filed with the Securities and Exchange Commission on December 11, 2015

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

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

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

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**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**  
**#24-05 Shaw Centre**  
**Singapore 228208**

**2011 Equity Incentive Plan**

**2015 Stock Incentive Plan**

(Full title of the plan)

**Agents and Corporations, Inc.  
1201 Orange Street, Suite 600  
Wilmington, DE 19899**

(Name and address of agent for service)

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

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

**Copies to:**

**Marc G. Alcer, Esq.**

**Stradling Yocca Carlson & Rauth**

**660 Newport Center Drive, Suite 1600**

**Newport Beach, CA 92660**

**(949) 725-4000**

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 (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value - To be issued under the 2015 Stock Incentive Plan	1,000,000(2)	\$4.24(3)	\$4,240,000	\$427
- Outstanding under the 2011 Equity Incentive Plan	1,950,300(4)	\$3.53(5)	\$6,884,559	\$694
<b>TOTAL</b>	<b>2,950,300</b>		<b>\$11,124,559</b>	<b>\$1,121</b>

(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 VolitionRx Limited ( **Volition** or the **Registrant** ) common stock, par value \$0.001 ( **Common Stock** ) under the 2011 Equity Incentive Plan (the **2011 Plan** ) and 2015 Stock Incentive Plan (the **2015 Plan** ) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.

(2)

Represents 1,000,000 shares of Common Stock available for future issuance under the 2015 Plan.

(3)

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The Proposed Maximum Offering Price Per Shares is the average of the high and low prices for the Common Stock as reported on the NYSE MKT on December 10, 2015.

(4)

Represents 1,950,300 shares of Common Stock reserved for issuance pursuant to stock option awards outstanding under the 2011 Plan as of the date of this Registration Statement. No further grants will be made under the 2011 Plan.

(5)

Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The Proposed Maximum Offering Price Per Share is the weighted average exercise price of outstanding awards granted under the 2011 Plan as of the date of this Registration Statement.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the stock incentive plans covered by this Registration Statement as required by Rule 428(b)(1).

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents, which have been filed by the Registrant with the Securities and Exchange Commission (the **Commission** ) are hereby incorporated by reference herein, and shall be deemed to be part of, this Registration Statement:

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Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the Commission on March 18, 2015.

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Registrant's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on September 16, 2015;

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Registrant's Quarterly Report on Form 10-Q for the fiscal quarters ended March 31, 2015, June 30, 2015 and September 30, 2015 filed with the Commission on May 12, 2015, August 11, 2015 and November 4, 2015, respectively.

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Registrant's Current Reports on Form 8-K filed with the Commission on:

o

January 2, 2015;

o

February 6, 2015;

o

August 17, 2015; and

o

November 3, 2015.

The description of the Registrant's common stock is contained in the Registration Statement on Form 8-A, filed with the Commission on February 3, 2015 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### **Item 4. Description of Securities**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel**

Not applicable.





**Item 6. Indemnification of Directors and Officers**

*Indemnification Provisions of the Registrant's Certificate of Incorporation*

A.

The Registrant shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Registrant) by reason of the fact that he is or was a director, officer, employee, or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Registrant, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B.

The Registrant shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Registrant to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Registrant and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Registrant unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C.

To the extent that a director, officer, employee, or agent of the Registrant has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (A) and (B), above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and

reasonably incurred by him in connection therewith.

D.

Any indemnification under paragraphs (A) and (B), above, (unless ordered by a court) shall be made by the Registrant only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (A) and (B), above. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

E.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Registrant in advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Registrant as authorized herein.

***Indemnification Provisions of the Registrant's Bylaws***

The Registrant's bylaws provide mandatory indemnification to the fullest extent authorized by the Delaware General

Corporation Law with respect to actions, suits, or proceedings that a person is party to, or threatened to be made a party to or otherwise involved in, by reason of the fact that such person is or was a director or officer of the Registrant, or by reason of the fact that such is or was a director or officer of the Registrant and serving in certain other capacities; provided that any such person has met the applicable standard of conduct set forth in the Delaware General Corporation Law described below, with certain exceptions as described in the bylaws. The Registrant's bylaws include within this right to indemnification the right to be paid by the Registrant the expenses incurred in defending such a proceeding in advance of its final disposition; provided that, in certain circumstances, the person provides an undertaking to the Registrant to repay such expenses, if it is ultimately determined that such party was not entitled to indemnity by the Registrant. The Registrant may purchase policies of directors' and officers' liability insurance to insure directors and officers against the costs of defense, settlement and/or payment of judgment under certain circumstances. In certain situations, as described in the bylaws, the Registrant is not required to indemnify any person in connection with any proceeding.

### *Delaware Law on Indemnification*

Delaware General Corporation Law provides, in general, that a corporation incorporated under the laws of the State of Delaware, such as the Registrant, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than a derivative action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. In the case of a derivative action, a Delaware corporation may indemnify any such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to the corporation unless and only to the extent that the State of Delaware or any other court in which such action was brought determines such person is fairly and reasonably entitled to indemnity for such expenses.

Regarding indemnification for liabilities arising under the Securities Act which may be permitted for directors or officers pursuant to the foregoing provisions, we are informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, as expressed in the Act and is therefore unenforceable.

As permitted by the Delaware General Corporation Law, the Registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements require the Registrant to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

The Registrant has an insurance policy covering its directors and executive officers with respect to certain liabilities, including liabilities arising under the Securities Act and otherwise.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

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

**Item 9. Undertakings**

(a)

The undersigned registrant hereby undertakes:

(1)

to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i)

to include any prospectus required by section 10(a)(3) of the Securities Act;

(ii)

to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii)

to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2)

that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3)

to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b)

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act), that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c)

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 December 11, 2015.

**VOLITIONRX LIMITED**

By:

/s/ Cameron Reynolds

Cameron Reynolds

President, Chief Executive Officer and Director  
(Duly Authorized Officer and Principal Executive Officer)

**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 or either of them, acting individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her 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 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or his, her 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.

**Signature**

**Title**

**Date**



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<i>/s/ Cameron Reynolds</i> Cameron Reynolds	President, Chief Executive Officer and Director (Principal Executive Officer)	December 11, 2015
<i>/s/ David Kratochvil</i> David Kratochvil	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	December 11, 2015
<i>/s/ Rodney Gerard Rootsart</i> Rodney Gerard Rootsart	Secretary	December 11, 2015
<i>/s/ Dr. Martin Faulkes</i> Dr. Martin Faulkes	Director	December 11, 2015
<i>/s/ Guy Innes</i> Guy Innes	Director	December 11, 2015
<i>/s/ Dr. Alan Colman</i> Dr. Alan Colman	Director	December 11, 2015
<i>/s/ Dr. Habib Skaff</i> Dr. Habib Skaff	Director	December 11, 2015

<b>Exhibit Number</b>	<b>Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.01 to the Current Report on Form 8-K filed on October 7, 2013).
4.2 +	Amended and Restated Bylaws.
4.3	2011 Equity Incentive Plan (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on November 18, 2011).
4.4	2011 Equity Incentive Plan Form of Stock Option Agreement (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed on November 18, 2011).
4.5	2011 Equity Incentive Plan Form of Stock Award Agreement (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed on November 18, 2011).
4.6 +	2015 Stock Incentive Plan and related form agreements.
5.1 +	Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation.
23.1 +	Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (contained in Exhibit 5.1).
23.2 +	Consent of Independent Registered Public Accounting Firm.
24.1 +	Power of Attorney (contained on signature page).

+

Filed herewith.