

VOLITIONRX LTD  
Form DEFA14A  
June 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant  .

Filed by a Party other than the Registrant  .

Check the appropriate box:  .

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**VOLITIONRX LIMITED**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

X . No fee required.

. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- |     |   |
|-----|---|
| (1) | Title of each class of securities to which transaction applies:   |
| (2) | Aggregate number of securities to which transaction applies:  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction:  |
| (5) | Total fee paid:   |

. Fee paid previously with preliminary materials.

. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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|-----|---|
| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

**VOLITIONRX LIMITED**

**Centre Technologique**

**Rue du Séminaire, 20A**

**BE - 5000 Namur, Belgium**

**Telephone: +1 (212) 618-1750**

**Facsimile: +65 6333 7235**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on August 5, 2014**

**TO OUR SHAREHOLDERS:**

Notice is hereby given that the 2014 Annual Meeting (the Annual Meeting ) of VolitionRX Limited ( VNRX or the Company ) will be held at Centre Technologique, Rue du Séminaire, 20A, BE - 5000 Namur, Belgium, at 9:00am local time on August 5, 2014, for the following purposes:

**1.**

**To elect the Directors of the Company to serve for a term of one (1) year until the next annual meeting of shareholders or until their successors are duly elected and qualified or until their earlier death, resignation or removal;**

**2.**

**To ratify the appointment of Sadler, Gibb & Associates, LLC as the independent auditor of the Company for the year ended December 31, 2014;**

**3.**

**To amend the Company s 2011 Equity Incentive Plan to increase the number of shares of Common Stock reserved for issuance thereunder from nine hundred thousand (900,000) shares to two million (2,000,000) shares; and**

4.

**To transact any other business as may properly come before the 2014 Annual Meeting and any adjournment or postponement thereof.**

The Board of Directors has fixed the close of business on June 9, 2014, as the Record Date for the determination of shareholders that are entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof. Only shareholders of record, and holders of shares in street name as represented by a bank or broker statement certifying the number of shares in their possession, as of the close of business on the Record Date are entitled to notice and to vote at this Annual Meeting or any postponements or adjournments. A complete list of the shareholders entitled to vote at the meeting will be open to examination by any shareholder for any purpose germane to the meeting, during normal business hours for ten (10) days prior to the date of the Annual Meeting at the Company's offices at Centre Technologique, Rue du Séminaire, 20A, BE - 5000 Namur, Belgium.

The Company is taking advantage of the Securities and Exchange Commission rules that allow us to furnish our proxy materials over the Internet to our shareholders rather than in paper form. We believe that this delivery process will expedite our shareholders' receipt of our proxy materials, reduce the environmental impact of our Annual Meeting of Shareholders and lower the costs of printing and distributing our proxy materials. Accordingly, you will receive a Notice of Internet Availability of Proxy Materials (the "Notice"), which we expect to mail on or about June 20, 2014. You may request receipt of our Proxy Materials in paper or e-mail form by following the instructions on the Notice.

Attendance at the Annual Meeting will be limited to shareholders of the Company. Shareholders will be required to furnish proof of ownership of the Company's Common Stock before being admitted to the meeting. Shareholders holding shares in street name are requested to bring a statement from the bank, broker or other holder of record confirming their ownership in the Company's Stock. For directions to the Annual Meeting, you may contact the Company's Secretary, Rodney Rootsart, by writing to VolitionRX Limited, Centre Technologique, Rue du Séminaire, 20A, BE - 5000 Namur, Belgium, by telephone at +1 (212) 618-1750, or by facsimile at +65 6333 7235.

Whether or not you expect to attend in person, we urge you to please vote your shares over the Internet, by telephone or, if you elect to receive a paper copy of your proxy materials, by signing, dating and returning the Proxy Card by mail. This will ensure the presence of a quorum and your representation at the Annual Meeting. Please review the voting instructions on the Notice or the Proxy Card, as the case may be. If your shares are held in street name, please contact your bank, broker or other holder of record to determine whether you will be able to transmit voting instructions through the Internet or by telephone, or follow the instructions on the voting instruction card made available to you on the Internet or if requested, in paper form.



All properly executed proxies will be voted as directed by the shareholder on the Internet, over the telephone, or on a Proxy Card returned by mail. If no direction is given, proxies will be voted in accordance with the Board of Directors recommendations and, in the discretion of the proxy holders, in the transaction of such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof. Any proxy may be revoked by a shareholder by a later dated proxy delivered over the Internet, telephone, or by mail, by delivery of written notice of revocation to the Company's Secretary or by giving notice of revocation in person at the Annual Meeting at any time prior to the voting thereof.

By order of the Board of Directors,

Date: June 20, 2014

/s/ Cameron Reynolds

Cameron Reynolds - President, Chief Executive Officer and Director

Date: June 20, 2014

/s/ Dr. Martin Faulkes

Dr. Martin Faulkes - Chairman of the Board of Directors

Date: June 20, 2014

/s/ Guy Innes

Guy Innes - Director

Date: June 20, 2014

/s/ Dr. Alan Colman

Dr. Alan Colman - Director

Date: June 20, 2014

/s/ Dr. Habib Skaff

Dr. Habib Skaff - Director





