

VOLITIONRX LTD
Form SC 13D/A
November 09, 2018

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

**SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

VolitionRx Limited
(Name of Company)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

928661107
(CUSIP Number)

Guy Archibald Innes

**1 Scotts Road
#24-05 Shaw Centre
Singapore 228208
+1 (646) 650-1351
*With a copy to:***

**Marc G. Alcer, Esq.
Stradling Yocca Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660
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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 10, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to subject class of securities, and for any subsequent amendment containing information which would alter disclosures in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 928661107 13D/A Page 2 of 6 Pages

1. NAMES OF REPORTING PERSON

Guy Archibald Innes

2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(SEE INSTRUCTIONS)

(a) []

(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO

ITEM 2(d) OR 2(e) (see instructions) []

6. CITIZENSHIP OR PLACE OF
ORGANIZATION

United Kingdom

NUMBER OF 7. SOLE VOTING POWER

SHARES **1,587,221(1)**

BENEFICIALLY

OWNED BY **8. SHARED VOTING POWER**

EACH **49,726(2)**

REPORTING

PERSON **9. SOLE DISPOSITIVE POWER**

WITH **1,587,221(1)**

10. SHARED DISPOSITIVE POWER

49,726(2)

**11. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

1,636,947(1)(2)

**12. CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (see instructions)**
[]

**13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)**

4.6% (1)(2)(3)

**14. TYPE OF REPORTING PERSON (see
instructions)**

IN

(1) Consists of (i) 1,354,975 shares of VolitionRx Limited, or the Company, common stock, par value \$0.001 per share, (ii) options to purchase 100,000 shares of Company common stock that are exercisable within 60 days of the date hereof, and (iii) warrants to purchase 132,246 shares of Company common stock that are exercisable within 60 days of the date hereof, each held by Mr. Innes in his individual capacity.

(2) Consists of 49,726 shares of Company common stock held in a bare trust, which is not a separate legal entity, of which Mr. Innes is the trustee, for the benefit of certain minors.

(3) Based on 35,335,378 issued and outstanding shares of Company common stock as of November 2, 2018, as reported in the Company's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2018.

CUSIP No. 928661107 13D/A Page 3 of 6 Pages

Explanatory Note:

Mr. Innes previously filed a statement of beneficial ownership with the Securities and Exchange Commission with respect to the common stock, par value \$0.001 per share (“*Common Stock*”), of VolitionRx Limited (the “*Company*”), on Schedule 13D pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and Rule 13d-1 thereunder.

While Mr. Innes’s beneficial ownership has increased to 1,636,947 shares of Common Stock from 1,551,947 shares of Common Stock reported in the Schedule 13D filed on December 28, 2016, his beneficial ownership expressed as a percentage of issued and outstanding shares of Common Stock has decreased by more than one percent (1%) from the prior filing as a result of dilution from additional issuances of Common Stock by the Company since such date (as opposed to dispositions of shares by Mr. Innes).

Item 1. Security and Company

This Schedule 13D/A (this “*Statement*”) relates to shares of Common Stock of the Company that are beneficially owned by Mr. Innes. The Company is a multi-national life sciences company focused on developing simple, easy to use, cost effective blood tests designed to help diagnose a range of cancers. The Company’s principal executive offices are located at 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

Item 2. Identity and Background

(a) Name

Guy Archibald Innes, an individual.

(b) Business Address

The business address for Mr. Innes is 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

(c) Principal Business

Mr. Innes is a director of the Company. The Company is a multi-national life sciences company focused on developing simple, easy to use, cost effective blood tests designed to help diagnose a range of cancers. The Company's principal executive offices are located at 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208.

(d) – (e) No Convictions or Proceedings

During the last five years, Mr. Innes has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Innes has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship

Mr. Innes is a citizen of the United Kingdom.

CUSIP No. 928661107 13D/A Page 4 of 6 Pages

Item 3. Source and Amount of Funds or Other Consideration

Common Stock

Mr. Innes acquired 430,000 shares of Common Stock, in October of 2011, in exchange for his shares of Singapore Volition Pte. Limited (“*Singapore Volition*”), the predecessor entity of the Company, pursuant to the Share Exchange Agreement between the Company, Singapore Volition and the shareholders of Singapore Volition, dated September 26, 2011. In May of 2012, Mr. Innes used approximately \$261,866 in personal funds to purchase 149,639 shares of Common Stock in a Private Placement dated April 24, 2012. In July of 2012, Mr. Innes used approximately \$506,250 in personal funds to purchase 289,287 shares of Common Stock in a Private Placement dated July 31, 2012. In March of 2013, Mr. Innes used approximately \$114,583 in personal funds to purchase 57,292 shares of Common Stock in a Private Placement dated March 25, 2013. In November of 2013, Mr. Innes used approximately (i) \$7,951 in personal funds to purchase 4,878 shares of Common Stock on the open market, (ii) \$1,898 in personal funds to purchase 999 shares of Common Stock on the open market, and (iii) \$271,102 in personal funds to purchase 132,246 shares of Common Stock in a Private Placement dated November 25, 2013. In December of 2013, Mr. Innes used approximately (i) \$10,000 in personal funds to purchase 4,878 shares of Common Stock on the open market, (ii) \$45,793 in personal funds to purchase 38,884 shares of Common Stock from George Stephen Morris, which shares were transferred to a bare trust, which is not a separate legal entity, of which Mr. Innes is the trustee, for the benefit of certain minors (the “*Trust*”), and (iii) \$4,207 in personal funds to purchase 3,572 shares of Common Stock from Satu Vainikka, which shares were transferred to the Trust. In September of 2014, Mr. Innes used approximately \$18,748 in personal funds to purchase 8,522 shares of Common Stock from the Company in a Private Placement dated September 24, 2014. In February of 2015, Mr. Innes used approximately \$187,500 in personal funds to purchase 50,000 shares of Common Stock in a public offering. In March of 2016, Mr. Innes used approximately \$50,000 in personal funds to exercise a warrant for the purchase of 100,000 shares of Common Stock. In May of 2016, Mr. Innes elected a cashless exercise of 5,000 vested options. Of the 5,000 options exercised, 4,238 were held and cancelled by the Company as payment for the exercise which resulted in the acquisition of 762 shares of Common Stock. In June of 2016, the Trust used approximately \$2,742 in personal funds to exercise a warrant for the purchase of 5,484 shares of Common Stock. In November of 2016, Mr. Innes elected a cashless exercise of 5,000 vested options. Of the 5,000 options exercised, 3,349 were held and canceled by the Company as payment for the exercise which resulted in the acquisition of 1,651 shares of Common Stock. In April of 2017, (i) Mr. Innes used approximately \$194,535 in personal funds to exercise a warrant for the purchase of 74,821 shares of Common Stock and (ii) the Trust used approximately \$4,644 in personal funds to exercise a warrant for the purchase of 1,786 shares of Common Stock. In August 2018, Mr. Innes used approximately \$99,992 in personal funds to purchase 50,000 shares of Common Stock on the open market.

Options

The options to purchase 100,000 shares of Common Stock that are exercisable within the next 60 days were received, at no cost, by Mr. Innes on November 25, 2011, August 18, 2014, July 23, 2015, April 15, 2016 and March 30, 2017, respectively.

Warrants

The warrants to purchase 132,246 shares of Common Stock that are exercisable within the next 60 days were received by Mr. Innes in connection with a certain Private Placement, dated November 25, 2013.

CUSIP No. 928661107 13D/A Page 5 of 6 Pages

Item 4. Purpose of Transaction

Mr. Innes holds his shares of Common Stock for investment purposes. Mr. Innes may, from time to time, depending on market conditions and other considerations, purchase additional shares or dispose of some or all of the shares held by him.

(a) Mr. Innes has been granted options to purchase 120,000 shares of Common Stock. At the time of this Statement 100,000 options are exercisable within the next 60 days. The remaining 20,000 options will vest on January 23, 2019. In addition, Mr. Innes holds a warrant to purchase 132,246 shares of Common Stock that is exercisable within the next 60 days.

Mr. Innes has no current plans or proposals which relate to, or may result in, any of the matters listed in Items 4(b)-(j) of Schedule 13D.

Item 5. Interest in Securities of the Company

(a) and (b)

As of the date hereof, the beneficial ownership of Common Stock by Mr. Innes is as follows (based upon 35,335,378 shares of Common Stock issued and outstanding as of November 2, 2018):

Mr. Innes has (i) sole investment and voting power with respect to 1,587,221 shares of Common Stock and may be deemed to have (ii) shared investment or voting power with respect to 49,726 shares of Common Stock held by the Trust, which is not a separate legal entity, of which Mr. Innes serves as the trustee. In aggregate, Mr. Innes may be deemed to beneficially own 1,636,947 shares of Common Stock, which reflects an approximate 4.6% beneficial ownership of the Company.

(c) None.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Company

Not applicable.

Item 7. Material to be Filed as Exhibits

Not applicable.

CUSIP No. 928661107 13D/A Page 6 of 6 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 9, 2018

/s/ Guy Archibald Innes

Guy Archibald Innes

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: *Provided, however*, That a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.