

VOLITIONRX LTD
Form 8-K
October 07, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 7, 2013 (September 30, 2013)

VolitionRX Limited

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

000-30402
(Commission File Number)

91-1949078
(IRS Employer
Identification Number)

1 Scotts Road

#24-05 Shaw Centre

Singapore 228208
(Address of principal executive
offices)

(201) 618-1750
(Registrant's Telephone Number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03.

AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On September 30, 2013, VolitionRx Limited, a Delaware corporation, filed an Amended & Restated Certificate of Incorporation with the Secretary of State of Delaware to, among other things: (a) decrease the number of authorized shares of common stock (Common Stock) from two hundred million (200,000,000) shares, \$0.001 par value, to one hundred million (100,000,000) shares, \$0.001 par value; and (b) authorize the issuance of one million (1,000,000) shares of preferred stock, \$0.001 par value. A true and correct copy of the Amended & Restated Certificate of Incorporation is attached hereto as an Exhibit and is incorporated herein by reference.

ITEM 9.01.

FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

3.01(a)

Amended & Restated Certificate of Incorporation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VOLITIONRX LIMITED

Date: October 7, 2013

By: */s/ Cameron Reynolds*
Cameron Reynolds
Chief Executive Officer & President