

UNITED STATES  
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): **September 30, 2024**

**VolitionRx Limited**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of Incorporation)	<u>001-36833</u> (Commission File Number)	<u>91-1949078</u> (IRS Employer Identification Number)
<u>1489 West Warm Springs Road, Suite 110 Henderson, Nevada</u> (Address of Principal Executive Offices)		<u>89014</u> (Zip Code)

+1 (646) 650-1351  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.001 per share	VNRX	NYSE American, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Ethel Rubin as Director*

On September 30, 2024, the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”), pursuant to the Company’s Bylaws, passed a resolution to increase the size of the Board to seven (7) members and appointed Dr. Ethel Rubin to fill the new vacancy on the Board effective as of September 30, 2024. Dr. Rubin will have an initial term expiring at the Company’s 2025 annual meeting of stockholders, subject to her future nomination by the Nominations and Governance Committee and election by the Company’s stockholders. On September 30, 2024, the Board also appointed Dr. Rubin as a member of the Company’s Audit Committee and as a member of the Compensation Committee. Dr. Rubin has been determined by the Board to be independent within the meaning of the independent director standards of the Securities and Exchange Commission (the “SEC”) and the NYSE American and to otherwise qualify to serve upon the Committees for which she was appointed.

Dr. Rubin has over 20 years’ experience leading healthcare innovation and commercialization strategies for both large global corporates as well as early stage operations. Over the course of her career, Dr. Rubin contributed to over 25 commercial products in the market, ranging from diagnostics, therapeutics, SaaS and devices, and was instrumental in multiple mergers and acquisitions, partnerships, collaborations and strategic initiatives. Dr. Rubin currently serves as Head of Ventures for BioHealth Innovation, Inc., a position she has held since May 2015. In this role, Dr. Rubin leads a team of strategy and finance consultants who help companies develop strategies that achieve commercial goals and valuation inflection points and who also prepare and connect companies with private capital. Earlier in her employment with BioHealth Innovation, from May 2015 to August 2018, Dr. Rubin was responsible for leading early investments for the NIH Centers for Accelerated Innovation, deploying a \$45 million fund, which invested in multiple platform technologies and therapeutic assets that have gone on to raise or exit for over \$1 billion. Dr. Rubin also currently serves, on a part-time basis since April 2021, as President and CEO of Mirabile Lifesci Advisory, LLC, which advises CEOs of lifesciences companies in areas related to strategic and financial planning, partnering & alliances, and technology development. From November 2009 to August 2015, Dr. Rubin held multiple leadership roles in areas such as external innovation, global clinical strategy and medical affairs at Medtronic, plc, Cardiovascular Group, where she directed the funding and/or was involved in over 100 clinical trials and research studies. Between June 2008 to May 2009, Dr. Rubin was Chief Scientific Officer of CSA Medical, Inc. (now Steris Healthcare, NYSE:STE), and from June 2004 and June 2008 was Chief Scientific & Operations Officer of BioFortis, Inc. (acquired by Q<sup>2</sup> Solutions, an IQVIA company (NYSE:IQV), in 2018), where she played key roles in technology development and commercialization efforts for these companies. Between February 2020 and February 2023, Dr. Rubin served on the board of directors of Innara Health, Inc., a neonatal medical device company, during which time Innara completed a Series A financing and a sale to Cardinal Health in 2023 (NYSE:CAH). Dr. Rubin also served as a director of Emerging Technology Centers, Inc., a non-profit technology incubator, between May 2006 and May 2008 where she supported the center’s growth in the lifesciences space. Dr. Rubin holds a B.S. in Biochemistry from the University of Rochester, and received a Ph.D. in Biochemistry and Biophysics from the University of Rochester School of Medicine and Dentistry.

The Board believes that Dr. Rubin is qualified to serve on the Board as a result of her extensive corporate strategy, financing and commercialization experience.

On September 30, 2024, Dr. Rubin and the Company entered into an Independent Director Agreement, pursuant to which Dr. Rubin will continue to serve as a member of the Board subject to any necessary approval by the Company’s stockholders as required by applicable law and the Company’s governing documents. In exchange for her services, Dr. Rubin shall receive (i) \$10,840 per calendar quarter commencing September 30, 2024; and (ii) a grant of RSUs under the Company’s 2015 Stock Incentive Plan to receive an aggregate of fifteen thousand (15,000) shares of the Company’s common stock underlying the RSUs that vests in three equal installments at 12 months, at 24 months and at 36 months from the grant date. Except for the foregoing, there are no arrangements or understandings between Dr. Rubin and any other person pursuant to which she was selected to serve as a member of the Board.

The form of Independent Director Agreement was previously filed in substantially similar form with the SEC on May 12, 2015 as Exhibit 10.33 to the Company's quarterly report on Form 10-Q.

The appointment of Dr. Rubin to the Board was announced by a widely disseminated press release. Furnished herewith as Exhibit 99.1 and incorporated by reference herein is a copy of the press release.

*No Family Relationships / No Related Party Transactions*

There are no family relationships between Dr. Rubin and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer. Additionally, there are no relationships involving Dr. Rubin that are required to be reported pursuant to Item 404(a) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Press Release of VolitionRx Limited Regarding Appointment of Director, dated September 30, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: September 30, 2024

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	<a href="#">Press Release of VolitionRx Limited Regarding Appointment of Director, dated September 30, 2024.</a>

**Volition Appoints Dr. Ethel Rubin as an Independent Director**

**Henderson, Nevada, September 30, 2024 /PRNewswire/** -- VolitionRx Limited (NYSE AMERICAN: VNRX) (“Volition”), a multi-national epigenetics company, has appointed Dr. Ethel Rubin to its board of directors, as an independent director, effective September 30, 2024. Dr. Rubin has also been appointed as a member of the Audit Committee and the Compensation Committee.

Dr. Rubin has over 20 years’ experience within the life sciences sector, leading healthcare innovation and commercialization strategies for a wide range of organizations – from early-stage operations to large global corporate businesses.

Early in her career, Dr. Rubin served as Chief Scientific Officer and Operations Officer at BioFortis, Inc. (now Q<sup>2</sup> Solutions, a wholly owned subsidiary of IQVIA) and then as Chief Scientific Officer at CSA Medical, Inc. (now Steris Healthcare), where she played a key role in technology development and commercialization. Ethel then moved to Medtronic, plc., where she held multiple leadership roles spanning external innovation, global clinical strategy and medical affairs. Dr. Rubin later took on a role at BioHealth Innovation, Inc. where she currently serves as Head of Ventures, leading a team of strategy and finance consultants who prepare and connect companies with private capital and support the entrepreneurial and investment programs of the National Institutes of Health.

Guy Innes, Interim Chair of Volition, said:

“Dr. Rubin has a vast knowledge and understanding of the life sciences industry and we are delighted to welcome her onto the board at Volition. She has contributed towards the launch of over 25 commercial products, including diagnostics, therapeutics and devices, and has been instrumental in driving collaborations and strategic initiatives. Ethel is ideally placed to support us as we commercialize our epigenetic solutions and scale our operations.”

Commenting on her appointment, Dr. Ethel Rubin said:

“I’m delighted to be joining Volition as an independent director. Nu.Q<sup>®</sup> - the company’s transformational nucleosome quantification technology - is already commercialized and generating revenue in the animal health sector. The technology has clear potential for clinical utility within human health too, through early detection and monitoring of diseases such as cancer and sepsis. It’s an exciting time for the company and I look forward to supporting Volition’s board and leadership team.”

Volition is developing simple, easy-to-use, cost-effective blood tests to help diagnose and monitor a range of life-altering diseases in both humans and animals. For more information about Volition’s technology go to: [www.volition.com](http://www.volition.com).

**About Volition**

Volition is a multi-national company focused on advancing the science of epigenetics. Volition is dedicated to saving lives and improving outcomes for people and animals with life-altering diseases through earlier detection, as well as disease and treatment monitoring.

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Through its subsidiaries, Volition is developing and commercializing simple, easy to use, cost-effective blood tests to help diagnose and monitor a range of diseases, including some cancers and diseases associated with NETosis, such as sepsis. Early diagnosis and monitoring have the potential not only to prolong the life of patients, but also improve their quality of life.

Volition's research and development activities are centered in Belgium, with an innovation laboratory and office in the U.S. and additional offices in London and Singapore.

The contents found at Volition's website address are not incorporated by reference into this document and should not be considered part of this document. Such website address is included in this document as an inactive textual reference only.

**Media Enquiries:**

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**Safe Harbor Statement**

Statements in this press release may be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. Words such as "expects," "anticipates," "intends," "plans," "aims," "targets," "believes," "seeks," "estimates," "optimizing," "potential," "goal," "suggests," "could," "would," "should," "may," "will" and similar expressions identify forward-looking statements. These forward-looking statements relate to, among other topics, the potential uses, benefits and effectiveness of Volition's Nu.Q<sup>®</sup> technology platform. Volition's actual results may differ materially from those indicated in these forward-looking statements due to numerous risks and uncertainties, including, without limitation, results of studies testing the efficacy of its tests. For instance, if Volition fails to develop and commercialize diagnostic, prognostic or disease monitoring products, it may be unable to execute its plan of operations. Other risks and uncertainties include Volition's failure to obtain necessary regulatory clearances or approvals to distribute and market future products; a failure by the marketplace to accept the products in Volition's development pipeline or any other diagnostic, prognostic or disease monitoring products Volition might develop; Volition's failure to secure adequate intellectual property protection; Volition will face fierce competition and Volition's intended products may become obsolete due to the highly competitive nature of the diagnostics and disease monitoring market and its rapid technological change; downturns in domestic and foreign economies; and other risks, including those identified in Volition's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as other documents that Volition files with the Securities and Exchange Commission. These statements are based on current expectations, estimates and projections about Volition's business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are made as of the date of this press release, and, except as required by law, Volition does not undertake an obligation to update its forward-looking statements to reflect future events or circumstances.

Nucleosomics<sup>™</sup>, Capture-PCR<sup>™</sup> and Nu.Q<sup>®</sup> and their respective logos are trademarks and/or service marks of VolitionRx Limited and its subsidiaries. All other trademarks, service marks and trade names referred to in this press release are the property of their respective owners.