

VOLITIONRX LTD
Form SC 13G/A
February 25, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

VolitionRx Limited

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

928661107

(CUSIP Number)

February 1, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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).

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NAMES OF REPORTING
PERSONS/I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS

1 (ENTITIES ONLY)

**COTTERFORD COMPANY
LIMITED**

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

ISLE OF MAN
NUMBER SOLE VOTING POWER
OF

5
SHARES

0

BENEFICIALLY SHARED VOTING POWER

OWNED
BY

11,478,807 (1)

EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

11,478,807 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

11,478,807 (1)

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) [☐]

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

28.5% (2)

TYPE OF REPORTING PERSON

12

FI

(1) Consists of (i) 6,478,807 shares of VolitionRx Limited, or Company, common stock, par value \$0.001 per share, and (ii) warrants to purchase 5,000,000 shares of Company common stock that are exercisable within 60 days, each held by Cotterford Company Limited.

(2) Based on 35,335,378 issued and outstanding shares of Company common stock as of January 31, 2019, as reported in the Company's Rule 424(b)(3) Prospectus Supplement No. 4 (Registration No. 333-195213) filed with the SEC on February 19, 2019.

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NAMES OF REPORTING
PERSONS/I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS

1 (ENTITIES ONLY)

HEVER INVESTMENTS LIMITED

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

ISLE OF MAN

NUMBER SOLE VOTING POWER
OF

5

SHARES

0

BENEFICIALLY SHARED VOTING POWER

OWNED₆

BY

EACH

398,669 (1)

SOLE DISPOSITIVE POWER

REPORTING
7

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

398,669 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

398,669 (1)

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) []

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

1.1% (2)

TYPE OF REPORTING PERSON

12

FI

(1) Consists of 398,669 shares of Company common stock held by Hever Investments Limited.

(2) Based on 35,335,378 issued and outstanding shares of Company common stock as of January 31, 2019, as reported in the Company's Rule 424(b)(3) Prospectus Supplement No. 4 (Registration No. 333-195213) filed with the SEC on February 19, 2019.

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NAMES OF REPORTING
PERSONS/I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS

1 (ENTITIES ONLY)

EIGHT CORPORATION LIMITED

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a) ☐ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

ISLE OF MAN

NUMBER OF 5
SOLE VOTING POWER

SHARES 0

BENEFICIALLY OWNED 6
SHARED VOTING POWER

BY 11,877,476 (1)(2)

EACH SOLE DISPOSITIVE POWER

7
REPORTING

PERSON WITH 0
SHARED DISPOSITIVE POWER

8

11,877,476 (1)(2)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

11,877,476 (1)(2)

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS) [☐]

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

29.4% (3)

TYPE OF REPORTING PERSON

12

FI

(1) Includes (i) 6,478,807 shares of Company common stock, and (ii) warrants to purchase 5,000,000 shares of Company common stock that are exercisable within 60 days, each held by Cotterford Company Limited.

(2) Includes 398,669 shares of Company common stock held by Hever Investments Limited.

(3) Based on 35,335,378 issued and outstanding shares of Company common stock as of January 31, 2019, as reported in the Company's Rule 424(b)(3) Prospectus Supplement No. 4 (Registration No. 333-195213) filed with the SEC on February 19, 2019.

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Explanatory Note:

Cotterford Company Limited (“Cotterford”), Hever Investments Limited (“Hever”), and Eight Corporation Limited (“ECL”) (each a “Reporting Person” and, collectively, the “Reporting Persons”) previously filed a joint statement of beneficial ownership with the Securities and Exchange Commission with respect to the common stock of VolitionRx Limited on Schedule 13G pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and Rule 13d-1(b) thereunder.

This Amendment No. 1 to Schedule 13G is being filed to reflect the sale and transfer of an aggregate of 389,860 shares of Company common stock from Hever to Cotterford, resulting in a corresponding decrease in Hever’s beneficial ownership expressed as a percentage of issued and outstanding shares of Company common stock by approximately one percent (1%) as well as a corresponding increase by approximately one percent (1%) to such beneficial ownership percentage for Cotterford. The beneficial ownership of ECL did not change since ECL shares beneficial ownership over securities held by each of Cotterford and Hever.

Item Name of Issuer:
1(a).

VolitionRx Limited

Item Address of Issuer’s Principal Executive Offices:
1(b).

1 Scotts Road
24-05 Shaw Centre
Singapore 228208

Item Name of Person Filing:
2(a).

This Schedule 13G is being filed jointly by the Reporting Persons with respect to shares of Common Stock, \$0.001 par value, of VolitionRx Limited.

Item Address of Principal Business Office or, If None, Residence:
2(b).

The address of the principal business office of each of the Reporting Persons is:

c/o Crowe Morgan

8 St. George's Street

Douglas, Isle of Man IM1 1AH

Item
2(c). Citizenship:

Cotterford, Hever and ECL were formed in the jurisdiction of the Isle of Man.

Item
2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item
2(e). CUSIP Number:

928661107

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Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(j) [X] A non-U.S. institution that is the functional equivalent of any of the institutions listed in section 240.13d-1(b)(1)(ii)(A) through (I), so long as the non-U.S. institution is subject to the regulatory scheme applicable to the equivalent U.S. institution.

Cotterford Company Limited is an investment company.

Hever Investments Limited is an investment company.

Eight Corporation Limited is a parent holding company or control person.

Item 4. Ownership.

A. *Cotterford Company Limited*

(a) Amount beneficially owned: 11,478,807

(b) Percent of Class: 28.5%

(c) Number of shares as to which Cotterford has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 11,478,807

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 11,478,807

B. *Hever Investments Limited*

(a) Amount beneficially owned: 398,669

(b) Percent of Class: 1.1%

(c) Number of shares as to which Hever has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 398,669

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 398,669

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C. Eight Corporation Limited

- (a) Amount beneficially owned: 11,877,476
- (b) Percent of Class: 29.4%
- (c) Number of shares as to which ECL has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 11,877,476
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 11,877,476

The percentage ownership for each of the Reporting Persons is based on 35,335,378 shares of Common Stock, par value \$0.001 per share (the "Common Stock") outstanding as of January 31, 2019, as reported by the Issuer in its Rule 424(b)(3) Prospectus Supplement No. 4 (Registration No. 333-195213) filed with the SEC on February 19, 2019.

Cotterford Company Limited directly owns 6,478,807 shares of Common Stock and warrants to purchase 5,000,000 shares of Common Stock exercisable within 60 days. Cotterford is an affiliate of Hever Investments Limited. Hever directly owns 398,669 shares of Common Stock. Cotterford and Hever are under common control by Eight Corporation Limited. Accordingly, ECL may be deemed to be a beneficial owner of such shares held by Cotterford and Hever. Amy Slee, a director of ECL, which is a director of each of Cotterford and of Hever, holds dispositive and voting control over the shares of Common Stock beneficially owned by Cotterford and Hever. Ms. Slee disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

Item Ownership of Five Percent or Less of a Class.
5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item Ownership of More Than Five Percent on Behalf of Another Person.
6.

Not applicable.

Item Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent
7. Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item Certifications.

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment companies and/or holding companies or control persons, as applicable, is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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SIGNATURE

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.

Dated: February 25, 2019 **COTTERFORD COMPANY LIMITED**

By: EIGHT CORPORATION
LIMITED, as Director

By: */s/ Amy Slee*

Amy Slee, Director

Dated: February 25, 2019 **HEVER INVESTMENTS LIMITED**

By: EIGHT CORPORATION
LIMITED, as Director

By: */s/ Amy Slee*

Amy Slee, Director

Dated: February 25, 2019 **EIGHT CORPORATION LIMITED**

By: */s/ Amy Slee*

Amy Slee, Director

LIST OF EXHIBITS

Exhibit No. Description

A Joint Filing Agreement.

Exhibit A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of VolitionRx Limited, a Delaware corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Signature pages follow]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the dates set forth below.

Dated: January 3, 2019 **COTTERFORD COMPANY LIMITED**

By: EIGHT CORPORATION
 LIMITED, as Director

By: */s/ Amy Slee*

Amy Slee, Director

Dated: January 3, 2019 **HEVER INVESTMENTS LIMITED**

By: EIGHT CORPORATION
 LIMITED, as Director

By: */s/ Amy Slee*

Amy Slee, Director

Dated: January 3, 2019 **EIGHT CORPORATION LIMITED**

By: */s/ Amy Slee*

Amy Slee, Director

[Signature Page to Joint Filing Agreement to Schedule 13G]
