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

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**FORM 12b-25**

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**NOTIFICATION OF LATE FILING**

SEC File Number 001-34810

CUSIP Number 92407M206

(Check one):      ☐ Form 10-K    ☐ Form 20-F    ☐ Form 11-K    ☐ Form 10-Q  
                         ☐ Form 10-D    ☐ Form N-CEN    ☐ Form N-CSR

For Period Ended: December 31, 2019

- ☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I — REGISTRANT INFORMATION**

**Vermillion, Inc.**  
(Full Name of Registrant)

(Former Name if Applicable)

**12117 Bee Caves Road, Building Three, Suite 100**  
(Address of Principal Executive Office (Street and Number))

**Austin, TX 78738**  
**(City, State and Zip)**

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**PART II — RULES 12b-25(b) AND (c)**

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If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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### PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

**Vermillion, Inc. (the “Company”) was unable to file with the Securities and Exchange Commission the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the “Form 10-K”) by the prescribed due date without unreasonable effort and expense. The Company has negotiated an amendment (the “Amendment”) to the Assistance Agreement, effective March 22, 2016 (as amended to date, the “Loan Agreement”), between the Company and the State of Connecticut Department of Economic and Community Development to restore the Company’s compliance with the terms of the Loan Agreement. However, due to the current COVID-19 pandemic-related work restrictions and closures, including pursuant to the “Stay Safe, Stay Home” restrictions on all workplaces for non-essential business in Connecticut, the Company experienced delays and logistical issues finalizing the Amendment, the result of which is expected to impact the Company’s Form 10-K disclosure. The Company currently expects to finalize the Amendment and file the Form 10-K on or before April 14, 2020.**

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### PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

**Robert Beechey, Chief  
Financial Officer**  
(Name)

**(585)**  
(Area Code)

**491-4199**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).      Yes ☐ No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?      ☐ Yes      No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Vermillion, Inc.**  
**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 31, 2020

By /s/ Robert Beechey  
Robert Beechey  
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized

representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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