

Virgin America Inc.
Form 3
November 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Hunt Peter D | | (Month/Day/Year) | Virgin America Inc. [VA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/13/2014 | | |
| C/O VIRGIN AMERICA INC., 555 AIRPORT BLVD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BURLINGAME, CA 94010 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Senior VP and CFO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 31,097 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|------------|----------------------------|---|
| Stock Option (Right to buy) | Â (2) | 07/19/2021 | Common Stock | 26,493 | \$ 16.6077 | D | Â |
| Stock Option (Right to buy) | Â (3) | 07/19/2021 | Common Stock | 10,597 | \$ 16.6077 | D | Â |
| Stock Option (Right to buy) | Â (4) | 05/12/2023 | Common Stock | 66,234 | \$ 16.5322 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hunt Peter D C/O VIRGIN AMERICA INC. 555 AIRPORT BLVD BURLINGAME, CA 94010 | Â | Â | Â Senior VP and CFO | Â |

Signatures

/s/ Allen Huang, Attorney-in-fact for Peter D. Hunt

11/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted Stock Units ("RSUs"). The Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU once vested.

(2) The option vests with respect to thirty-three and one-third percent (33.33%) of the shares subject thereto on each of the first, second and third anniversaries of July 11, 2011. Notwithstanding the foregoing, the option is only exercisable with respect to the vested portion thereof upon the earliest to occur of (i) a Change of Control (as defined in the Issuer's Amended and Restated 2005 Stock Incentive Plan (the "Plan")) at a price per share of at least \$37.74 or (ii) the date on which the Issuer's stock price exceeds and has exceeded \$37.74 on a daily moving average basis for the previous six months.

(3) The option vests and becomes exercisable with respect to twenty-five percent (25%) of the shares subject thereto on each of the first, second, third and fourth anniversaries of July 11, 2011.

(4) The option vests in full upon the consummation of the initial public offering of the issuer. Notwithstanding the foregoing, the option is only exercisable with respect to the vested portion thereof upon the earliest to occur of (i) a Change of Control (as defined in the Plan) at a price per share of at least \$26.42 or (ii) the date on which the Issuer's stock price exceeds and has exceeded \$26.42 on a daily moving average basis for the previous six months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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