

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 <b>and</b> Ticker or Trading Symbol |  |
| Â Varley John J.                           |         | (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)                   |
| C/O VIRGIN AMERICA INC.,Â 555 AIRPORT BLVD |         | 11/13/2014                           | (Check all applicable)                             |  |
| (Street)                                   |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| BURLINGAME,Â CAÂ 94010                     |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                     | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|  |         |                                      | Senior VP, General Counsel                         | 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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 29,540 <sup>(1)</sup>                                    | D   | Â  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(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)            | 07/05/2020      | Common Stock | 26,493 \$ 12.9842          |  | D                          | Â |
| Stock Option (Right to buy) | Â (3)            | 07/05/2020      | Common Stock | 10,597 \$ 12.9842          |  | D                          | Â |
| Stock Option (Right to buy) | Â (4)            | 05/12/2023      | Common Stock | 43,052 \$ 12.9842          |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Varley John J.<br>C/O VIRGIN AMERICA INC.<br>555 AIRPORT BLVD<br>BURLINGAME, CA 94010 | Â             | Â         | Â Senior VP, General Counsel | Â     |

## Signatures

/s/ Allen Huang, Attorney-in-fact for John J. Varley 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.
 

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 6, 2010. Notwithstanding the foregoing, the option is only exercisable with respect to the vested portion thereof
- (2) 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 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 6, 2010.
 

The option vests in full upon the consummation of the initial public offering of the issuer. Notwithstanding the foregoing, the option is
- (4) only exercisable with respect to the vested portion thereto 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.