

Virgin America Inc.
Form 3
November 13, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 | |
| MacLeod John A. | | (Month/Day/Year) | Virgin America Inc. [VA] | |
| (Last) | (First) | (Middle) | 11/13/2014 | |
| C/O VIRGIN AMERICA INC., 555 AIRPORT BLVD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BURLINGAME, CA 94010 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior VP, Planning & Sales | |

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 | 23,778 ⁽¹⁾ | D | |

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 (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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

Edgar Filing: Virgin America Inc. - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|------------|----------------------------|---|
| Stock Option (Right to buy) | Â (2) | 08/12/2022 | Common Stock | 19,208 | \$ 18.7968 | D | Â |
| Stock Option (Right to buy) | Â (3) | 08/12/2022 | Common Stock | 7,948 | \$ 18.7968 | D | Â |
| Stock Option (Right to buy) | Â (4) | 05/12/2023 | Common Stock | 61,598 | \$ 18.7968 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MacLeod John A. C/O VIRGIN AMERICA INC. 555 AIRPORT BLVD BURLINGAME, CA 94010 | Â | Â | Â Senior VP, Planning & Sales | Â |

Signatures

/s/ Allen Huang, Attorney-in-fact for John A. MacLeod

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 August 13, 2012. 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 immediately with respect to twenty-five percent (25%) of the shares subject thereto, and with respect to the remaining shares subject thereto, twenty-five percent (25%) vests and becomes exercisable on each of the first, second and third anniversaries of August 13, 2012.

(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.

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.