

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 | |
| VX Holdings, L.P. | | (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) |
| 65 BLEECKER STREET, 6TH FLOOR, A | | 11/13/2014 | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK, A NY A 10025 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" 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) |
|------------------------------------|--|---|--|
| Class B Common Stock | 424,221 | I | See Footnotes (1) (2) (3) |
| Class G Common Stock | 6,292 | I | See Footnotes (1) (2) (3) |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---------------------------|
| Class A Warrants (right to buy) | Â (4) | 05/31/2037 | Common Stock | 4,312 | \$ 0.0755 | I | See Footnotes (1) (2) (3) |
| Class A Warrants (right to buy) | Â (4) | 07/31/2037 | Common Stock | 3,080 | \$ 0.0755 | I | See Footnotes (1) (2) (3) |
| Class C-2 Warrants (right to buy) | Â (4) | 05/31/2037 | Common Stock | 178,311 | \$ 0.0755 | I | See Footnotes (1) (2) (3) |
| Class C-4 Warrants (right to buy) | Â (4) | 07/31/2037 | Common Stock | 63,682 | \$ 0.0755 | I | See Footnotes (1) (2) (3) |
| Class C-14A Warrants (right to buy) | Â (4) | 05/10/2043 | Common Stock | 1,926,021 | \$ 18.8723 | I | See Footnotes (1) (2) (3) |
| Class C-14B Warrants (right to buy) | Â (4) | 05/10/2043 | Common Stock | 18,667,006 | \$ 18.8723 | I | See Footnotes (1) (2) (3) |
| Class C-14C Warrants (right to buy) | Â (4) | 05/10/2043 | Common Stock | 986,487 | \$ 0.0755 | I | See Footnotes (1) (2) (3) |
| Class C-5 Warrants (right to buy) | Â (4) | 01/11/2040 | Common Stock | 7,948,140 | \$ 37.7447 | I | See Footnotes (1) (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VX Holdings, L.P. 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10025 | Â X | Â X | Â | Â |
| Virgin Group Holdings LTD LA MOTTE CHAMBERS ST HELIER, JERSEY, X0 JE1 1BJ | Â X | Â X | Â | Â |
| RBC TRUSTEES (C.I.) LTD LA MOTTE CHAMBERS ST HELIER, X0 JE1 1BJ | Â X | Â X | Â | Â |
| Deutsche Bank Trustee Services (Guernsey) LTD LEFEBVRE COURT LEFEBVRE STREET ST PETER PORT, GUERNSEY, X0 GY16EJ | Â X | Â X | Â | Â |
| Corvina Holdings LTD LA MOTTE CHAMBERS ST HELIER, X0 JE1 1BJ | Â X | Â X | Â | Â |
| Branson Sir Richard RICHARD'S HOUSE, THE VALLEY | Â X | Â X | Â | Â |

VIRGIN GORDA
NECKER ISLAND,Â D8Â POBOX 1091

Signatures

See Signatures Included as
Exhibit 99.1 11/13/2014

**Signature of Reporting Person Date

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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) This Form 3 is being filed by VX Holdings L.P. ("VX Holdings") for the Common Stock and Warrants that may be deemed to be beneficially owned by the Reporting Persons (as defined below). This Form 3 is also being filed by each of (i) Corvina Holdings Limited ("Corvina") as the sole general partner of VX Holdings; (ii) Virgin Group Holdings Limited ("Virgin Group Holdings") as the sole stockholder of Corvina; (iii) Sir Richard Branson, as a stockholder of Virgin Group Holdings; (iv) RBC Trustee (C.I.) Limited ("RBC Trustee"), as a stockholder of Virgin Group Holdings, solely in its capacity as trustee on behalf of The Aquarius Trust, The Aries Trust, The Capricorn Trust and The Pisces Trust; and (cont'd in FN 2)

(2) (cont'd from FN 1) (v) Deutsche Bank Trustee Services (Guernsey) Limited ("DB Trustee" and, together with VX Holdings, Corvina, Sir Richard Branson, Virgin Group Holdings and RBC Trustee, the "Reporting Persons") as a stockholder of Virgin Group Holdings, solely in its capacity as trustee on behalf of The Virgo Trust, The Libra Trust, The Leo Trust and The Gemini Trust.

(3) None of Corvina, Virgin Group Holdings, Sir Richard Branson, RBC Trustee and DB Trustee directly owns any Common Stock or Warrants and each disclaims beneficial ownership of the Common Stock and Warrants reported herein except to the extent of their respective pecuniary interest therein. The filing of this Form 3 shall not be construed as an admission that any of Corvina, Virgin Group Holdings, Sir Richard Branson, RBC Trustee or DB Trustee is the beneficial owner of any Common Stock or Warrants covered by this Form 3.

(4) The Warrants are exercisable subject to limitations set forth in the respective warrant agreements.

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Remarks:

ForÂ purposesÂ ofÂ SectionÂ 16Â ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934,Â asÂ amended,Â theÂ ReportingÂ Person

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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