

Virgin America Inc.  
Form 4  
May 20, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
Nickell Robert A.

(Last) (First) (Middle)

C/O VIRGIN AMERICA INC., 555 AIRPORT BLVD

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Virgin America Inc. [VA]

3. Date of Earliest Transaction (Month/Day/Year)  
05/18/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 05/18/2015                           |  | P                              | 42,605 A \$ 28.47 (1)   | 202,090 (2)   | D  |   |
| Common Stock                    | 05/20/2015                           |  | P                              | 7,395 A \$ 28.467 (3)   | 209,485 (2)   | D  |   |
| Common Stock                    | 05/20/2015                           |  | P                              | 10,000 A \$ 28.057 (4)  | 219,485 (2)   | D  |   |
| Common Stock                    | 05/20/2015                           |  | P                              | 10,000 A \$ 28.032 (5)  | 10,000  | I  | See Footnote (6)                                      |

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|                 |            |  |   |     |   |                     |     |   |                        |
|-----------------|------------|--|---|-----|---|---------------------|-----|---|------------------------|
| Common<br>Stock | 05/20/2015 |  | P | 500 | A | \$<br>27.936<br>(7) | 500 | I | See<br>Footnote<br>(8) |
|-----------------|------------|--|---|-----|---|---------------------|-----|---|------------------------|

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

  

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|--|
|---------------------|--------------------|-------|--|

  

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Nickell Robert A.<br>C/O VIRGIN AMERICA INC.<br>555 AIRPORT BLVD<br>BURLINGAME, CA 94010 | X             |           |         |       |

## Signatures

/s/ Allen Huang, Attorney-in-fact for Robert Nickell 05/20/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.38 to \$28.53, inclusive. The reporting person undertakes to provide to Virgin America, any security holder of Virgin America, or the Staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the

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ranges set forth in footnotes (1), (3), (4), (5) and (7) to this Form 4.

- (2) Includes 15,911 Restricted Stock Units.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.33 to \$28.53, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.88 to \$28.10, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.88 to \$28.10, inclusive.
- (6) Shares purchased on behalf of Nickell Irrevocable 2009 Trust, of which Reporting Person is trustee. Such trust is for the sole benefit of Reporting Person's children.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.91 to \$27.95, inclusive.
- (8) Shares purchased on behalf of a trust, for which Reporting Person's minor child is the sole beneficiary.

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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