

Virgin America Inc.
Form 4
December 14, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
12/14/2016

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/25/2016		G	V 2,050 ⁽¹⁾ D \$ 0	217,435 ⁽²⁾	D	
Common Stock	12/14/2016		D	217,435 ⁽²⁾ D \$ 57 ⁽³⁾ 0	0	D	
Common Stock	12/14/2016		D	10,000 D \$ 57 0	0	I	See Footnote ⁽⁴⁾
Common Stock	12/14/2016		D	500 D \$ 57 0	0	I	See Footnote ⁽⁵⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

/s/ Allen Huang, Attorney-in-fact for Robert Nickell 12/14/2016

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) This denotes a charitable contribution.
- (2) Includes 6,624 restricted stock units ("RSUs").
- (3) Pursuant to the terms of the Agreement and Plan of Merger, dated April 1, 2016, by and among Virgin America Inc., Alaska Air Group, Inc. and Alpine Acquisition Corp. (the "Merger Agreement"), (i) each issued and outstanding RSU was automatically vested and converted in the right to receive \$57.00 in cash, without interest and (ii) each issued and outstanding share of common stock was automatically cancelled and converted into the right to receive \$57.00 in cash, without interest.
- (4)

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Shares were held by Nickell Irrevocable 2009 Trust, of which Reporting Person is trustee. Such trust is for the sole benefit of Reporting Person's children. Pursuant to the Merger Agreement, each issued and outstanding share of common stock was automatically cancelled and converted into the right to receive \$57.00 in cash, without interest.

- (5) Shares were held by a trust, for which Reporting Person's minor child is the sole beneficiary. Pursuant to the Merger Agreement, each issued and outstanding share of common stock was automatically cancelled and converted into the right to receive \$57.00 in cash, without interest.

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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