

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 and Ticker or Trading Symbol	
Â CARTY DONALD J			(Month/Day/Year)	Virgin America Inc. [VA]	
(Last)	(First)	(Middle)	11/13/2014	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				(Check all applicable)	
(Street)				☒ Director ☐ 10% Owner ☐ Officer ☐ Other (give title below) (specify below)	
BURLINGAME,Â CAÂ 94010				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		☒ Form filed by One Reporting Person ☐ 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)
Common Stock	37,464 ⁽¹⁾	D	Â
Common Stock	120,868	I	See Footnote ⁽²⁾

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTY DONALD J C/O VIRGIN AMERICA INC. 555 AIRPORT BLVD BURLINGAME, CA 94010	Â X	Â	Â	Â

Signatures

/s/ Allen Huang, Attorney-in-fact for Donald
Carty 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) Includes 24,866 Restricted Stock Units ("RSUs"). The Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU once vested.
- (2) The shares are held directly by VAI MBO Investors, LLC ("VAI MBO"). The shares reported herein represent the reporting person's proportionate interest in VAI MBO.

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.