Virgin America Inc. Form 4 December 14, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number: Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

### 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

See Instruction 1(b).

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Forte Stephen A. Symbol

Virgin America Inc. [VA]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year)

12/14/2016

C/O VIRGIN AMERICA INC., 555 AIRPORT BLVD

(State)

(Street)

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

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

response...

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

**BURLINGAME, CA 94010** 

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 39,403 \$ 57 Common 0 12/14/2016 D D D (1)

Stock

(City)

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Virgin America Inc. - Form 4

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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 3 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.4549	12/14/2016		D		46,234	<u>(3)</u>	05/12/2013	Common Stock	46,234	

# **Reporting Owners**

Reporting Owner Name / Address			Keiauonsnips	
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Director 10% Owner Officer Other

Forte Stephen A. C/O VIRGIN AMERICA INC. 555 AIRPORT BLVD BURLINGAME, CA 94010

**Chief Operating Officer** 

# **Signatures**

interest.

/s/ Allen Huang, Attorney-in-fact for Stephen Forte

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) Includes 6,181 restricted stock units ("RSUs"), 10,746 shares of service-based restricted stock and also includes 15,328 shares of performance-based stock, which resulted from an initial award of 7,664 shares.
  - Alpine Acquisition Corp. (the "Merger Agreement"), (i) each issued and outstanding RSU was automatically vested and converted into the right to receive \$57.00 in cash, without interest, (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, (iii) each issued and outstanding share of service-based restricted stock was automatically vested and converted into the right to receive \$57.00 in cash, without interest, and (iv) each issued and outstanding share of performance-based restricted stock was automatically vested (treating the performance-based condition to which such award was subject as having been attained at a level of 200%) and converted into the right to receive \$57.00 in cash, without

Pursuant to the Agreement and Plan of Merger, dated April 1, 2016, by and among Virgin America Inc., Alaska Air Group, Inc. and

(3) Pursuant to the Merger Agreement, this option, whether or not then vested, was cancelled in exchange for a cash payment for each share subject to the option equal to the excess of \$57.00 over the per share exercise price of the option.

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.

Reporting Owners 2