

Virgin America Inc.  
Form 4/A  
June 02, 2015

**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 \*  
FREIDHEIM STEPHEN C

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P., 399 PARK AVENUE, 39TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/18/2015

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 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 (D) Price			
Common Stock	05/14/2015		A <sup>(1)(2)</sup>	5,328 A \$ 0	10,514,536	I	See Footnote (3) (4)

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)**

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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
FREIDHEIM STEPHEN C C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	X	X		
CYRUS CAPITAL PARTNERS GP, LLC C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	X	X		
CYRUS CAPITAL PARTNERS, L.P. C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	X	X		
Cyrus Aviation Holdings, LLC C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	X	X		

## Signatures

STEPHEN C. FREIDHEIM, Name: /s/ Stephen C. Freidheim 06/02/2015  
\_\_Signature of Reporting Person Date

CYRUS CAPITAL PARTNERS GP, L.L.C., Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager 06/02/2015  
\_\_Signature of Reporting Person Date

CYRUS CAPITAL PARTNERS, L.P., By: Cyrus Capital Partners GP, L.L.C., its general partner, Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager 06/02/2015  
\_\_Signature of Reporting Person Date

CYRUS AVIATION HOLDINGS, LLC, By: Cyrus Capital Partners, L.P., its managing member, By: Cyrus Capital Partners GP, L.L.C., its general partner, Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager

06/02/2015

\_\_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) On May 14, 2015, the Board of Directors (the "Board") of Virgin America Inc. (the "Issuer") granted restricted stock units of the Issuer as director fees in respect of Stephen C. Freidheim's and John Rapaport's service on the Board. The previously filed Form 4 incorrectly stated that the restricted stock units were granted to Cyrus Capital Partners, L.P. ("Cyrus Capital Partners"), the managing member of Cyrus Aviation Holdings, LLC ("Cyrus Holdings"), for the benefit of Cyrus Holdings. Instead of granting the restricted stock units to Cyrus Capital Partners, the Issuer issued 2,664 restricted stock units to each of Mr. Freidheim and Mr. Rapaport, who hold the restricted stock units for the benefit of Cyrus Holdings. Because Mr. Freidheim and Mr. Rapaport serve on the Board as representatives of Cyrus Holdings and its affiliates, each of Mr. Freidheim and Mr. Rapaport do not have a right to any economic interest in securities of the Issuer issued to them as director fees.

(2) (Continued from Footnote 1) Cyrus Holdings is entitled to receive all of the economic interest in director fees payable by the Issuer in respect of Mr. Freidheim's and Mr. Rapaport's Board positions. Mr. Freidheim and Mr. Rapaport each disclaim any direct beneficial ownership of the Issuer's securities to which this report relates and at no time has Mr. Freidheim or Mr. Rapaport had any pecuniary interest in such securities except such indirect pecuniary interest through Cyrus Holdings and its affiliates.

(3) Mr. Freidheim may be deemed to indirectly beneficially own a portion of the securities of the Issuer directly held by Cyrus Holdings because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital Partners GP, L.L.C. ("Cyrus Capital GP") and the Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the general partner of Cyrus Capital Partners and Cyrus Capital Partners is the managing member of Cyrus Holdings. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by Cyrus Holdings.

(4) (Continued from Footnote 3) Mr. Freidheim, Cyrus Capital GP, Cyrus Capital Partners and Cyrus Holdings disclaims beneficial ownership of the securities of the Issuer reported herein except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Mr. Freidheim, Cyrus Capital GP, Cyrus Capital Partners or Cyrus Holdings is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

### Remarks:

Stephen C. Freidheim and another representative of the reporting persons serve on the Board of Directors of Virgin America Inc.

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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