

Virgin America Inc.  
Form 8-K/A  
August 14, 2015

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 13, 2015**

**VIRGIN AMERICA INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36718**  
**(Commission**  
  
**File Number)**

**20-1585173**  
**(IRS Employer**  
  
**Identification Number)**

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**555 Airport Boulevard**

**Burlingame, CA 94010**

**(Address of principal executive offices, including Zip Code)**

**Registrant's telephone number, including area code: (650) 762-7000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Explanatory Note**

This Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on May 19, 2015 (the Original 8-K ) by Virgin America Inc. (the Company ). The sole purpose of this amendment is to disclose the Company s decision, following its annual meeting of stockholders, as to how frequently it will conduct future stockholder advisory votes regarding executive compensation. This Form 8-K/A does not otherwise amend the Original 8-K in any way.

#### **Item 5.07 Submission of Matters to a Vote of Security Holders.**

Virgin America Inc. (the Company ) held its 2015 Annual Meeting of Stockholders (the Annual Meeting ) on May 14, 2015. The stockholders were asked to approve, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of the Company s named executive officers. As reported in the Original 8-K, the advisory vote of the Company s stockholders at the Annual Meeting was in favor of holding future advisory stockholder votes to approve the Company s executive compensation on an annual basis.

In light of these results, at a meeting held on August 13, 2015, the Company s board of directors determined that the Company would solicit annually, in its proxy materials, advisory stockholder votes on executive compensation. The decision of the board of directors regarding the frequency of stockholder votes on executive compensation will remain in effect until such time as a new frequency vote is required.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VIRGIN AMERICA INC.**

Date: August 14, 2015

By: /s/ John J. Varley  
John J. Varley  
Senior Vice President, General Counsel and Corporate  
Secretary