

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â FREIDHEIM STEPHEN C</p> <p>(Last) (First) (Middle)</p> <p>C/O CYRUS CAPITAL PARTNERS, L.P.,Â 399 PARK AVENUE, 39TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/13/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Virgin America Inc. [VA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Class C-11 Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	171,271	\$ 26.4213	I	See Footnotes (2) (8)
Class C-11 Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	32,730	\$ 26.4213	I	See Footnotes (3) (8)
Class C-12A Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	290,274	\$ 26.4213	I	See Footnotes (3) (8)
Class C-15A Warrants (right to buy)	Â (1)	05/10/2043	Common Stock	627,428	\$ 18.8723	I	See Footnotes (3) (8)
Class C-12B Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	51,224	\$ 26.4213	I	See Footnotes (4) (8)
Class C-15D Warrants (right to buy)	Â (1)	05/10/2043	Common Stock	111,201	\$ 18.8723	I	See Footnotes (4) (8)
Class C-12D Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	451,661	\$ 26.4213	I	See Footnotes (5) (8)
Class C-15F Warrants (right to buy)	Â (1)	05/10/2043	Common Stock	266,884	\$ 18.8723	I	See Footnotes (5) (8)
Class C-12E Warrants (right to buy)	Â (1)	12/09/2041	Common Stock	986,688	\$ 26.4213	I	See Footnotes (6) (8)
Class C-15B Warrants (right to buy)	Â (1)	05/10/2043	Common Stock	314,985	\$ 18.8723	I	See Footnotes (7) (8)

## 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	Â X	Â X	Â	Â
CYRUS CAPITAL PARTNERS GP, LLC C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	Â X	Â X	Â	Â
CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	Â X	Â X	Â	Â
Cyrus Capital Advisors, L.L.C. C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022	Â X	Â X	Â	Â

Cyrus Aviation Partners IIIA, L.P.  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

Cyrus Opportunities Master Fund II, Ltd.  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

Cyrus Select Opportunities Master Fund, Ltd.  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

CRESCENT 1 LP  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

Cyrus Aviation Partners III, L.P.  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

Cyrus Aviation Partners IV, L.P.  
 C/O CYRUS CAPITAL PARTNERS, L.P.      Â X      Â X      Â      Â  
 399 PARK AVENUE, 39TH FLOOR  
 NEW YORK, NY 10022

## Signatures

STEPHEN C. FREIDHEIM, Name: Stephen C. Freidheim, /s/ Stephen C. Freidheim      11/13/2014  
\*\*Signature of Reporting Person      Date

CYRUS CAPITAL PARTNERS GP, L.L.C., Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim      11/13/2014  
\*\*Signature of Reporting Person      Date

CYRUS CAPITAL PARTNERS, L.P., By: Cyrus Capital Partners GP, L.L.C., its general partner, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim      11/13/2014  
\*\*Signature of Reporting Person      Date

CYRUS CAPITAL ADVISORS, L.L.C., By: Cyrus Capital Partners GP, L.L.C., its managing member, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim      11/13/2014  
\*\*Signature of Reporting Person      Date

CYRUS AVIATION PARTNERS IIIA, L.P., By: Cyrus Capital Advisors, L.L.C., its general partner, By: Cyrus Capital Partners GP, L.L.C., its managing member, Name: Stephen Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim      11/13/2014  
\*\*Signature of Reporting Person      Date

CYRUS OPPORTUNITIES MASTER FUND II, LTD., Name: Thomas Stamatelos, Title: Authorized Signatory, /s/ Thomas Stamatelos      11/13/2014  
\*\*Signature of Reporting Person      Date

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CYRUS SELECT OPPORTUNITIES MASTER FUND, LTD., Name: Thomas Stamatelos, Title: Authorized Signatory, /s/ Thomas Stamatelos	11/13/2014
**Signature of Reporting Person	Date
CRESCENT I, L.P., By: Cyrus Capital Advisors, L.L.C., its general partner, By: Cyrus Capital Partners GP, L.L.C., its managing member, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim	11/13/2014
**Signature of Reporting Person	Date
CYRUS AVIATION PARTNERS III, L.P., By: Cyrus Capital Advisors, L.L.C., its general partner, By: Cyrus Capital Partners GP, L.L.C., its managing member, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim	11/13/2014
**Signature of Reporting Person	Date
CYRUS AVIATION PARTNERS IV, L.P., By: Cyrus Capital Advisors, L.L.C., its general partner, By: Cyrus Capital Partners GP, L.L.C., its managing member, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim	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) The Warrants are exercisable subject to limitations set forth in the respective warrant agreements.
- Securities of Virgin America Inc. (the "Issuer") held directly by Cyrus Aviation Partners IIIA, L.P. ("Cyrus Aviation IIIA"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities directly held by Cyrus Aviation IIIA 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, L.P. ("Cyrus Capital Partners"). Cyrus Capital GP is the managing member of Cyrus Capital Advisors, L.L.C. ("Cyrus Capital Advisors") and general partner of Cyrus Capital Partners. Cyrus Capital Advisors is the general partner of Cyrus Aviation IIIA and Cyrus Capital Partners is the investment manager of Cyrus Aviation IIIA. 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 Aviation IIIA.
- (2) Securities of the Issuer held directly by Cyrus Opportunities Master Fund II, Ltd. ("Cyrus Opportunities Master II"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Opportunities Master II because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the general partner of Cyrus Capital Partners and Cyrus Capital Partners is the investment manager of Cyrus Opportunities Master II. 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 Opportunities Master II.
- (3) Securities of the Issuer held directly by Cyrus Select Opportunities Master Fund, Ltd. ("Cyrus Select Master"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Select Master because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the general partner of Cyrus Capital Partners and Cyrus Capital Partners is the investment manager of Cyrus Select Master. 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 Select Master.
- (4) Securities of the Issuer held directly by Crescent 1, L.P. ("Crescent 1"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Crescent 1 because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and the Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the managing member of Cyrus Capital Advisors and general partner of Cyrus Capital Partners. Cyrus Capital Advisors is the general partner of Crescent 1 and Cyrus Capital Partners is the investment manager of Crescent 1. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by Crescent 1.
- (5) Securities of the Issuer held directly by Cyrus Aviation Partners III, L.P. ("Cyrus Aviation III"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Aviation III because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and the Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the managing member of Cyrus Capital Advisors and general partner of Cyrus Capital Partners. Cyrus Capital Advisors is the general partner of Cyrus Aviation III and Cyrus Capital Partners is the investment manager of Cyrus Aviation
- (6) Securities of the Issuer held directly by Cyrus Aviation Partners III, L.P. ("Cyrus Aviation III"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Aviation III because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and the Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the managing member of Cyrus Capital Advisors and general partner of Cyrus Capital Partners. Cyrus Capital Advisors is the general partner of Cyrus Aviation III and Cyrus Capital Partners is the investment manager of Cyrus Aviation

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III. 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 Aviation III.

- (7) Securities of the Issuer held directly by Cyrus Aviation Partners IV, L.P. ("Cyrus Aviation IV"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Aviation IV because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP and the Chief Investment Officer of Cyrus Capital Partners. Cyrus Capital GP is the managing member of Cyrus Capital Advisors and general partner of Cyrus Capital Partners. Cyrus Capital Advisors is the general partner of Cyrus Aviation IV and Cyrus Capital Partners is the investment manager of Cyrus Aviation IV. 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 Aviation IV.

- (8) Each of Stephen C. Freidheim, Cyrus Capital GP, Cyrus Capital Partners, Cyrus Capital Advisors, Cyrus Aviation IIIA, Cyrus Opportunities Master II, Cyrus Select Master, Crescent 1, Cyrus Aviation III and Cyrus Aviation IV 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 Stephen C. Freidheim, Cyrus Capital GP, Cyrus Capital Partners, Cyrus Capital Advisors, Cyrus Aviation IIIA, Cyrus Opportunities Master II, Cyrus Select Master, Crescent 1, Cyrus Aviation III or Cyrus Aviation IV is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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### Remarks:

Stephen C. Freidheim serves on the Board of Directors of Virgin America Inc. (the "Issuer").

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.