

VAI Management, LLC  
 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 * Å FREIDHEIM STEPHEN C (Last) (First) (Middle)  C/O CYRUS CAPITAL PARTNERS, L.P., Å 399 PARK AVENUE, 39TH FLOOR (Street)  NEW YORK, Å NY Å 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2014	3. Issuer Name and Ticker or Trading Symbol Virgin America Inc. [VA]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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	248,309	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(11)</u>
Class A-1 Common Stock	29,143	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(11)</u>
Class G Common Stock	7,948	I	See Footnotes <u>(3)</u> <u>(11)</u>

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)**

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	1,109,811	\$ (4)	I	See Footnotes (1) (2) (11)
Class A Warrants (right to buy)	01/12/2013	01/12/2040	Common Stock	66,532	\$ 0.0755	I	See Footnotes (5) (11)
Class C-6 Warrants (right to buy)	Â (6)	01/12/2040	Common Stock	278,847	\$ 37.7447	I	See Footnotes (7) (11)
Class C-7A Warrants (right to buy)	Â (8)	01/12/2040	Common Stock	883,126	\$ 75.4894	I	See Footnotes (7) (11)
Class C-8 Warrants (right to buy)	Â (8)	01/12/2040	Common Stock	2,649,380	\$ 113.234	I	See Footnotes (7) (11)
Class C-9 Warrants (right to buy)	Â (8)	01/12/2040	Common Stock	3,974,070	\$ 150.9787	I	See Footnotes (7) (11)
Class C-12C Warrants (right to buy)	Â (8)	12/09/2041	Common Stock	501,233	\$ 26.4213	I	See Footnotes (9) (11)
Class C-15E Warrants (right to buy)	Â (8)	05/10/2043	Common Stock	233,523	\$ 18.8723	I	See Footnotes (9) (11)
Class C-12E Warrants (right to buy)	Â (8)	12/09/2041	Common Stock	13,942	\$ 26.4213	I	See Footnotes (10) (11)

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



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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
CYR FUND, 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
CCP INVESTMENTS I, 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
VAI Management, LLC, By: Cyrus Aviation Investor, LLC, its managing member, By: Cyrus Capital Partners GP, L.L.C., the general partner of its managing member, Name: Stephen C. Freidheim, Title: Sole Member/Manager, /s/ Stephen C. Freidheim	11/13/2014
**Signature of Reporting Person	Date
VAI Partners LLC, By: VAI Management, LLC, its managing member, By: Cyrus Capital Partners GP, L.L.C., the general partner of the managing member of 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) Securities of Virgin America Inc. (the "Issuer") held directly by VAI Partners LLC ("VAI Partners"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities directly held by VAI Partners 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 general partner of Cyrus Aviation Partners II, L.P. ("Cyrus Aviation II") and Cyrus Capital Partners and Cyrus Capital Partners is the investment manager of Cyrus Aviation II. Cyrus Aviation II is the sole member of Cyrus Aviation Investor, LLC ("Cyrus Aviation"). Cyrus Aviation is the managing member of VAI Management, LLC ("VAI Management"), and as a member of VAI Partners, Cyrus Aviation may be deemed to have a pecuniary interest in a portion of the securities held by VAI Partners.
  - (2) (Continued from footnote 1) VAI Management is the managing member of VAI Partners. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by VAI Partners.  
Securities of the Issuer held directly by Cyrus Capital Partners. Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Capital Partners because Mr. Freidheim may be deemed to have voting and investment power over such securities as the Chief Investment Officer of Cyrus Capital Partners and as the sole member of Cyrus Capital GP, the general partner of Cyrus Capital Partners. 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 Capital Partners.
  - (3) The shares of Convertible Preferred Stock of the Issuer are immediately convertible into shares of the Issuer's common stock on a one-for-one basis and do not expire.  
Securities of the Issuer held directly by VAI Management. Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by VAI Management 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 general partner of Cyrus Aviation II and Cyrus Capital Partners and Cyrus Capital Partners is the investment manager of Cyrus Aviation II. Cyrus Aviation II is the sole member of Cyrus Aviation. Cyrus Aviation is the managing member of VAI Management, and as a member of VAI Management, Cyrus Aviation may be deemed to have a pecuniary interest in a portion of the securities held by VAI Management. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by VAI Management.
  - (4) The Class C-6 Warrants are immediately exercisable.
  - (5)
  - (6)
  - (7)

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Securities of the Issuer held directly by Cyrus Aviation. Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by Cyrus Aviation 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 general partner of Cyrus Aviation II and Cyrus Capital Partners and Cyrus Capital Partners is the investment manager of Cyrus Aviation II. Cyrus Aviation II is the sole member of Cyrus Aviation. 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.

- (8) The Warrants are exercisable subject to limitations set forth in the respective warrant agreements.

- (9) Securities of the Issuer held directly by CYR Fund, L.P. ("CYR"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by CYR because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP. Cyrus Capital GP is the managing member of Cyrus Capital Advisors, L.L.C. ("Cyrus Capital Advisors"), which is the general partner of CYR. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by CYR.

- (10) Securities of the Issuer held directly by CCP Investments I, L.P. ("CCP"). Stephen C. Freidheim may be deemed to indirectly beneficially own the securities held by CCP because Mr. Freidheim may be deemed to have voting and investment power over such securities as the sole member of Cyrus Capital GP. Cyrus Capital GP is the general partner of CCP. Mr. Freidheim has a right to a performance-based allocation and therefore has a pecuniary interest in a portion of the securities held by CCP.

- (11) Each of Stephen C. Freidheim, Cyrus Capital GP, Cyrus Aviation II, Cyrus Capital Partners, Cyrus Aviation, Cyrus Capital Advisors, CYR, CCP, VAI Management and VAI Partners 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 Aviation II, Cyrus Capital Partners, Cyrus Aviation, Cyrus Capital Advisors, CYR, CCP, VAI Management or VAI Partners 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.

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