

Virgin America Inc.  
Form S-8 POS  
December 14, 2016

As filed with the Securities and Exchange Commission on December 14, 2016

Registration No. 333-200366

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**VIRGIN AMERICA INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**555 Airport Boulevard**

**Burlingame, California 94010**

**20-1585173**  
**(I.R.S. Employer**  
**Identification No.)**

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(Address, Including Zip Code, of Principal Executive Offices)

**Amended and Restated 2005 Virgin America Inc. Stock Incentive Plan**

**Virgin America Inc. 2014 Equity Incentive Award Plan**

**2014 Employee Stock Purchase Plan**

**(Full Title of the Plan)**

**Kyle B. Levine**

**Vice President, General Counsel**

**Alaska Air Group, Inc.**

**19300 International Boulevard**

**Seattle, Washington 98188**

**(206) 392-5040**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

*Copy to:*

**Andor Turner, Esq.**

**O Melveny & Myers LLP**

**610 Newport Center Drive, 17th Floor**

**Newport Beach, California 92660**

**(949) 823-6900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

### EXPLANATORY NOTE

Virgin America Inc., a Delaware corporation (the Registrant), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on November 19, 2014 (Commission File No. 333-200366 and referred to herein as the Registration Statement) with respect to shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), thereby registered for offer or sale pursuant to the Amended and Restated 2005 Virgin America Inc. Stock Incentive Plan (the 2005 Plan), the Virgin America Inc. 2014 Equity Incentive Award Plan (the 2014 Plan) and the 2014 Employee Stock Purchase Plan (the ESPP). A total of 2,521,206 shares of Common Stock were initially registered for issuance under the Registration Statement, with 1,343,636 shares registered for issuance under the 2005 Plan, 1,017,570 shares registered for issuance under the 2014 Plan and 160,000 shares registered for issuance under the ESPP.

On April 1, 2016, the Registrant, Alaska Air Group, Inc., a Delaware corporation (Alaska Air Group), and Alpine Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Alaska Air Group (Merger Sub), entered into an Agreement and Plan of Merger pursuant to which Merger Sub merged with and into the Registrant (the Merger). Pursuant to the Merger, each outstanding share of Common Stock was converted into the right to receive \$57.00 per share, in cash, without interest. The Merger became effective upon filing of the Certificate of Merger with the Secretary of State of the State of Delaware on December 14, 2016.

As a result of the Merger, the Registrant has terminated the offering of the Common Stock pursuant to its existing registration statements, including the Registration Statement, and no future awards will be made under the Plan. The purpose of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is to deregister any and all of the previously registered shares of Common Stock that remain available for issuance under the 2005 Plan, the 2014 Plan and the ESPP (the Plan Shares). The Plan Shares are hereby deregistered.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on December 14, 2016.

**VIRGIN AMERICA INC.**

By: /s/ Brandon S. Pedersen

Name: Brandon S. Pedersen

Title: Chief Financial Officer

Note: No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.