

Virgin America Inc.  
Form 8-K  
May 19, 2015

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 14, 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)**  
**555 Airport Boulevard**

**20-1585173**  
**(IRS Employer**

**Identification Number)**

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**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))

**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 following is a brief description of each matter voted upon at the Annual Meeting and the number of votes cast with respect to each matter:

1. To elect the following three Class I directors to hold office until the 2018 Annual Meeting of Stockholders and until his successor is duly elected and has qualified, or until his earlier death, resignation or removal:

| Director Name   | For        | Against   | Abstain | Broker Non-Votes |
|-----------------|------------|-----------|---------|------------------|
| Donald J. Carty | 21,748,788 | 2,927,913 | 243,952 | 6,249,644        |
| C. David Cush   | 22,745,774 | 1,932,512 | 242,367 | 6,249,644        |
| Stacy J. Smith  | 22,873,720 | 1,803,763 | 243,170 | 6,249,644        |

2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 31,003,435 | 109,648 | 57,214  | 0                |

3. To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's Proxy Statement for the 2015 Annual Meeting of Stockholders:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 24,662,802 | 218,909 | 38,942  | 6,249,644        |

3. To approve, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers:

| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 24,485,521 | 13,164    | 383,004     | 38,964  | 6,249,644        |

**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: May 19, 2015

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