

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Palihapitiya Chamath	Virgin Galactic Holdings, Inc [SPCE]	☒ Director ☒ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☐ Officer (give title below) ☐ Other (specify below)
166 NORTH ROADRUNNER PARKWAY, SUITE 1C	3/2/2021	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
LAS CRUCES, NM 88011		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/2/2021		S		1289708	D	\$33.88 (1)	4910292	D	
Common Stock	3/2/2021		S		310882	D	\$34.92 (2)	4599410	D	
Common Stock	3/2/2021		S		700134	D	\$35.95 (3)	3899276	D	
Common Stock	3/2/2021		S		710609	D	\$37 (4)	3188667	D	
Common Stock	3/2/2021		S		88667	D	\$37.89 (5)	3100000	D	
Common Stock	3/3/2021		S		1111757	D	\$32.29 (6)	1988243	D	
Common Stock	3/3/2021		S		826609	D	\$33.40 (7)	1161634	D	
Common Stock	3/3/2021		S		1114706	D	\$34.31 (8)	46928	D	
Common Stock	3/3/2021		S		46928	D	\$35.07 (9)	0	D	
Common Stock								15750000	I	See footnote (10)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.47 to \$34.47. The reporting person undertakes to provide Virgin Galactic Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.475 to \$35.475. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.48 to \$36.48. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.49 to \$37.49. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.50 to \$38.00. The

reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.86 to \$32.86. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.87 to \$33.87. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.88 to \$34.87. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.88 to \$35.10. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) Represents securities held of record by SCH Sponsor Corp. The Reporting Person and Ian Osborne may be deemed to beneficially own shares held by SCH Sponsor Corp. by virtue of their shared control over SCH Sponsor Corp. Each of Messrs. Palihapitiya and Osborne disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palihapitiya Chamath 166 NORTH ROADRUNNER PARKWAY SUITE 1C LAS CRUCES, NM 88011	X	X		

Signatures

/s/ Michelle Kley, Attorney-in-Fact for Chamath Palihapitiya

3/4/2021

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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