
**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): June 10, 2026

Virgin Galactic Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38202
(Commission
File Number)

85-3608069
(IRS Employer
Identification No.)

**1700 Flight Way
Tustin, California**
(Address of principal executive offices)

92782
(Zip Code)

(949) 774-7640
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	SPCE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.02 Unregistered Sales of Equity Securities.

As previously announced, Virgin Galactic Holdings, Inc. (the “Company”) has taken proactive steps to improve liquidity, mitigate concentration risk associated with debt payments and enhance financial flexibility as it prepares for commercial operation in the fourth quarter of 2026 by issuing a notice of redemption on June 2, 2026 to partially redeem its 9.80% First Lien Notes due 2028 (the “First Lien Notes”).

The Company undertook this redemption as part of its broader capital management and cash management strategy. Management believes market conditions provided an opportunity to execute this transaction, and by redeeming a portion of the First Lien Notes in advance of the required due dates, the Company will reduce ongoing cash interest obligations under the First Lien Notes.

On June 10, 2026, the Company successfully redeemed \$30,524,000 in principal amount of the First Lien Notes by issuing 6,734,960 shares (the “Shares”) of the Company’s common stock to holders of the First Lien Notes that were redeemed. The amount of First Lien Notes redeemed and number of shares issued were determined based on the volume-weighted average price of the Company’s common stock over a five-day observation period, as specified in the related indenture. As of June 10, 2026, after giving effect to the redemption, approximately \$172 million in aggregate principal amount of First Lien Notes remained outstanding, and no principal payment will be due on such First Lien Notes until March 31, 2028.

The Shares were issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

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 GALACTIC HOLDINGS, INC.

Date: June 10, 2026

By:	<u>/s/ Douglas Ahrens</u>
Name:	Douglas Ahrens
Title:	Chief Financial Officer and Treasurer