

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Lockhart James B. III</u> (Last) (First) (Middle) <u>C/O VG ACQUISITION CORP.</u> <u>65 BLEECKER STEET, 6TH FLOOR</u> (Street) <u>NEW YORK NY 10012</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VG Acquisition Corp. [VGAC.U]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount				

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						Title
Class B Ordinary Shares	\$0	09/30/2020		A	30,000	(1)	(1)	Class A Ordinary Shares	30,000	\$0.002	30,000	D	
Class B Shares in VG Acquisition Holdings LLC	\$0	09/24/2020		P	50,000	(2)	(2)	Class B Ordinary Shares ⁽¹⁾	351,702 ⁽³⁾	\$10	50,000	D	
Class B Shares in VG Acquisition Holdings LLC	\$0	12/08/2020		J ⁽⁴⁾⁽⁵⁾	0 ⁽⁴⁾⁽⁵⁾	(2)	(2)	Class B Ordinary Shares ⁽¹⁾	1,707	⁽³⁾	50,000	D	

Explanation of Responses:

- These Class B ordinary shares will automatically convert into Class A ordinary shares on a one-for-one basis for no additional consideration concurrently with or immediately following the consummation of the initial business combination by the Issuer, on a one-for-one basis, subject to the adjustments described in the Issuer's prospectus on Form S-1 filed on September 16, 2020 (the "Prospectus"). The Class B ordinary shares have no expiration date.
- Represents Class B Shares in VG Acquisition Holdings LLC, a Delaware limited liability company ("Holdings"). Holdings holds an economic interest in VG Acquisition Sponsor LLC, a Cayman Islands limited liability company (the "Sponsor"). These Class B shares in Holdings represent an indirect economic entitlement to the proceeds attributable to holdings of the Sponsor, including a number of the Class B ordinary shares of the Issuer. The Class B shares in Holdings have no expiration date.
- Excluded from this figure are 149 additional Class B ordinary shares erroneously reported as underlying these Class B ordinary shares in Holdings in the Reporting Person's Form 3 report.
- Represents a discretionary adjustment made by the manager of Holdings to the number of Class B Ordinary Shares associated with the reporting person's Class B Shares in Holdings in response to a discretionary adjustment made by the manager of the Sponsor to the number of Class B Ordinary Shares associated with Holding's interests in the Class B ordinary shares held by the Sponsor. These adjustments were made to reflect both a 6-for-5 share split of the Class B ordinary shares effected by the Issuer in connection an upsizing of the Issuer's initial public offering, and a forfeiture of Class B ordinary shares held by the Sponsor in connection with the expiration of the overallotment option granted to the underwriters to the Issuer's initial public offering. No separate consideration was paid by Holdings or the reporting person for either of these adjustments.
- This discretionary adjustment did not change the number of Class B Shares in Holdings held by the reporting person, but did increase the number of Class B ordinary shares underlying those shares. The figure provided in Column 7 represents an increase in the number of Class B ordinary shares underlying the 50,000 Class B Shares in Holdings held by the reporting person as a result of the December 8, 2020 adjustment reported here. After this adjustment there are 353,409 Class B ordinary shares underlying these 50,000 Class B Shares in Holdings.

/s/ James Cahillane, as attorney-in-fact for James B. Lockhart III 12/10/2020

** 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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