

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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).

1. Name and Address of Reporting Person* <u>BROWN DOUGLAS R</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) <u>10/08/2020</u>	

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	(A) or (D)	Price				

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Shares in VG Acquisition Holdings LLC	\$0	09/24/2020		P		100,000		(1)	(1)	Class B Ordinary Shares ⁽²⁾	703,405 ⁽³⁾	\$10	100,000	D	

Explanation of Responses:

- 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.
- 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.
- A portion of the Class B ordinary shares of the Issuer acquired by the Sponsor were subject to forfeiture in the event the underwriters for the Issuer's initial public offering did not exercise in full their overallotment option in connection with that offering, all as described in the Prospectus. The number of Class B ordinary shares underlying these Class B Shares in Holdings were subject to adjustment to reflect any such forfeiture.

Remarks:

This amendment is intended to replace the transaction entry for Class B Shares in Holdings included in the Reporting Person's Form 4 report filed with the Commission on October 8, 2020. The amendment includes corrections to errors with respect to the price paid for the security and the number of derivative securities beneficially owned following the reported transaction.

/s/ James Cahillane, as attorney-in-fact for Douglas R. Brown 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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