

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 27, 2021 (May 26, 2021)

VG Acquisition Corp.
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-39587
(Commission
File Number)

N/A
(I.R.S. Employer
Identification No.)

65 Bleecker Street, 6th Floor
New York, NY
(Address of principal executive offices)

10012
(Zip Code)

+1 (212) 497-9050
(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
Units, each consisting of one share of one Class A ordinary share and one-third of one redeemable warrant	VGAC.U	New York Stock Exchange
Class A ordinary shares, \$0.0001 per share	VGAC	New York Stock Exchange
Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	VGAC.WS	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 26, 2021, VG Acquisition Corp. ("VGAC" or the "Company"), in connection with its proposed business combination (the "Business Combination") with 23andMe, Inc. ("23andMe") and acting pursuant to authorization from its Board of Directors, determined (i) to voluntarily withdraw the listing of VGAC's common stock, warrants, and units from the New York Stock Exchange (the "NYSE"), and (ii) to list the post-combination company's common stock and warrants on The Nasdaq Global Select Market ("Nasdaq"), in each case subject to the closing of the Business Combination. Trading of the common stock and warrants of the post-combination company, 23andMe Holding Co, is expected to begin on Nasdaq at market open on or about June 17, 2021 under the symbols "ME" and "MEUSW", respectively. The last day of trading on the NYSE is expected to be on or about June 16, 2021.

Item 7.01 Regulation FD Disclosure.

On May 26, 2021, VGAC issued a press release (the "Press Release") regarding the change in stock exchange listing. The Press Release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1, and is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of VGAC under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information contained in this Item 7.01, including Exhibit 99.1.

Additional Information and Where to Find It

VGAC has filed with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4, as amended (the "Form S-4"), which included the definitive proxy statement of VGAC, a prospectus, and 23andMe's consent solicitation statement. The Form S-4 was declared effective on May 14, 2021. The definitive proxy statement/prospectus and other proxy materials were mailed to VGAC's shareholders of record as of the close

of business on May 5, 2021. Shareholders of VGAC and other interested persons are advised to read the Form S-4, the definitive proxy statement/prospectus included in the Form S-4, and documents incorporated by reference therein filed in connection with the proposed Business Combination because these documents contain important information about VGAC, 23andMe, and the Business Combination. Shareholders will also be able to obtain copies of the Form S-4 and the proxy statement/prospectus, without charge, by directing a request to: VG Acquisition Corp. 65 Bleecker Street, 6th Floor, New York NY 10012. These documents and VGAC's annual and other reports filed with the SEC can also be obtained, without charge, at the SEC's internet site (<https://www.sec.gov>).

Forward-Looking Statements Legend

Certain statements in this Current Report on Form 8-K may be considered forward-looking statements. Forward-looking statements generally relate to future events or the future financial or operating performance of the Company or 23andMe. For example, statements about the expected timing of the completion of the business combination, the benefits of the business combination, the competitive environment, and the expected future performance (including future revenue, pro forma enterprise value, and cash balance) and market opportunities of 23andMe are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expect,” “intend,” “will,” “estimate,” “anticipate,” “believe,” “predict,” “potential” or “continue,” or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by VGAC and its management, and 23andMe and its management, as the case may be, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (2) the outcome of any legal proceedings that may be instituted against VGAC, 23andMe, the combined company or others following the announcement of the Business Combination; (3) the inability to complete the Business Combination due to the failure to obtain approval of the shareholders of VGAC or to satisfy other conditions to closing, including the satisfaction of the minimum trust account amount following any redemptions; (4) changes to the proposed structure of the Business Combination that may be required or appropriate as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Business Combination; (5) the ability to meet stock exchange listing standards at or following the consummation of the Business Combination; (6) the risk that the Business Combination disrupts current plans and operations of 23andMe as a result of the announcement and consummation of the Business Combination; (7) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (8) costs related to the Business Combination; (9) changes in applicable laws or regulations; (10) the possibility that 23andMe or the combined company may be adversely affected by other economic, business, and/or competitive factors; (11) the limited operating history of 23andMe; (12) the 23andMe business is subject to significant governmental regulation; (13) the 23andMe business may not successfully expand into other markets; and (14) other risks and uncertainties set forth in the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in VGAC’s registration statement on Form S-1, which was filed with the SEC on October 1, 2020, Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as amended, and set forth in the Form S-4.

Nothing in this Current Report on Form 8-K should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Except as may be required by law, neither VGAC nor 23andMe undertakes any duty to update these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of May 26, 2021.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VG ACQUISITION CORP.

Date: May 27, 2021

By: /s/ James Cahillane

Name: James Cahillane

Title: Corporate Secretary

New 23andMe to Trade on Nasdaq as “ME”

NEW YORK, NY & SUNNYVALE, CA- May 26, 2021- VG Acquisition Corp. (NYSE: VGAC) (“VGAC” and, after the Domestication (as defined below) and following its name change to 23andMe Holding Co., “New 23andMe”) today announced that, upon the Domestication and the consummation of its pending business combination (the “Business Combination”) with 23andMe, Inc. (“23andMe”), New 23andMe Class A Common Stock and New 23andMe Warrants (each as defined below) will be listed on The Nasdaq Global Select Market (“Nasdaq”). The decision to list on Nasdaq was made in connection with the Business Combination and enables the combined company to be listed alongside other innovative companies that are also listed on Nasdaq.

Prior to the consummation of the Business Combination, VGAC will domesticate as a Delaware corporation and will change its name to “23andMe Holding Co.” (the “Domestication”). In connection with the Domestication, (1) each of the then issued and outstanding VGAC Class A ordinary shares, par value \$0.0001 per share (“VGAC Class A Ordinary Shares”), and each issued and outstanding VGAC Class B ordinary share, par value \$0.0001 per share, will convert automatically, on a one-for-one basis, into a share of Class A common stock, par value \$0.0001 per share, of New 23andMe (“New 23andMe Class A Common Stock”); (2) each of the then issued and outstanding whole warrants to purchase Class A ordinary shares of VGAC will automatically represent the right to purchase one share of New 23andMe Class A Common Stock (“New 23andMe Warrants”) at an exercise price of \$11.50 per share on the terms and conditions set forth in the warrant agreement, dated October 1, 2020, between VGAC and Continental Stock Transfer & Trust Company, as warrant agent (the “VGAC Warrant Agreement”); and (3) each of the then issued and outstanding units of VGAC that has not been previously separated into the underlying VGAC Class A Ordinary Shares and the underlying warrants of VGAC prior to the Domestication will be canceled and will entitle the holder thereof to one share of New 23andMe Class A Common Stock and one-third of one warrant representing the right to purchase one share of New 23andMe Class A Common Stock at an exercise price of \$11.50 per share on the terms and subject to the conditions set forth in the VGAC Warrant Agreement.

Trading is expected to begin on Nasdaq on June 17, 2021, under the new ticker symbol “ME” for the New 23andMe Class A Common Stock and “MEUSW” for the New 23andMe Warrants, following the consummation of the Business Combination, which is currently expected to occur on June 16, 2021, subject to final shareholder approval at VGAC’s extraordinary general meeting on June 10, 2021, and satisfaction of other customary closing conditions. Until the Domestication and transfer to Nasdaq is complete, the VGAC Class A Ordinary Shares, warrants, and units will continue to trade under the ticker symbols “VGAC,” “VGAC.WS,” and “VGAC.U,” respectively, on the New York Stock Exchange (“NYSE”). The last day of trading on the NYSE is expected to be on June 16, 2021.

No action is required by existing VGAC shareholders with respect to the ticker symbol or exchange listing change.

About 23andMe

23andMe, Inc., headquartered in Sunnyvale, CA, is a leading consumer genetics and research company. Founded in 2006, 23andMe’s mission is to help people access, understand, and benefit from the human genome. 23andMe has pioneered direct access to genetic information as the only company with multiple Food and Drug Administration authorizations for genetic health risk reports. 23andMe has created the world’s largest crowdsourced platform for genetic research, with 80% of its customers electing to participate. The 23andMe research platform has generated more than 180 publications on the genetic underpinnings of a wide range of diseases, conditions, and traits. The platform also powers the 23andMe therapeutics group, currently pursuing drug discovery programs rooted in human genetics across a spectrum of disease areas, including oncology, respiratory, and cardiovascular diseases, in addition to other therapeutic areas. More information is available at www.23andMe.com.

About VG Acquisition Corp.

VG Acquisition Corp. was formed for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization, or similar business combination with one or more businesses. The management team includes: Sir Richard Branson, founder of VGAC, a renowned global entrepreneur, and founder

of the Virgin Group; Josh Bayliss, VGAC's Chief Executive Officer and director, who is the Chief Executive Officer of the Virgin Group and is responsible for the Virgin Group's strategic development, licensing of the brand globally, and management of direct investments on behalf of the Virgin Group in various companies around the world; and Evan Lovell, VGAC's Chief Financial Officer and director, who is the Chief Investment Officer of the Virgin Group and is responsible for managing the Virgin Group's investment team and portfolio in North America. More information is available at <https://vgacquisition.com/>

Forward-Looking Statements

This communication contains certain "forward-looking statements" including statements regarding the occurrence and anticipated timing of the Business Combination between VGAC and 23andMe and regarding the listing of shares of the combined company on Nasdaq. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would," and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained herein are based on VGAC's current expectations and beliefs concerning future developments and their potential effects, but there can be no assurance that these will be as anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of VGAC), or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These factors include, among others: the inability to complete the Business Combination, including due to the failure to receive required security holder approvals, or the failure of other closing conditions. Except as required by law, VGAC does not undertake any obligation to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

Additional Information

VGAC has filed with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4, as amended (the "Form S-4"), which included the definitive proxy statement of VGAC, a prospectus, and 23andMe's consent solicitation statement. The Form S-4 was declared effective on May 14, 2021. The definitive proxy statement/prospectus and other proxy materials were mailed to VGAC's shareholders of record as of the close of business on May 5, 2021. Shareholders of VGAC and other interested persons are advised to read the Form S-4, the definitive proxy statement/prospectus included in the Form S-4, and documents incorporated by reference therein filed in connection with the proposed Business Combination because these documents contain important information about VGAC, 23andMe, and the Business Combination. Shareholders will also be able to obtain copies of the Form S-4 and the proxy statement/prospectus, without charge, by directing a request to: VG Acquisition Corp. 65 Bleecker Street, 6th Floor, New York NY 10012. These documents and VGAC's annual and other reports filed with the SEC can also be obtained, without charge, at the SEC's internet site (<https://www.sec.gov>).

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants in the Solicitation

VGAC, 23andMe, and their respective directors, executive officers, other members of management, and employees may be deemed to be participants in the solicitation of proxies from VGAC's shareholders in connection with the Business Combination. Information regarding the names and interests in the proposed Business Combination of VGAC's directors and officers is contained in VGAC's filings with the SEC. Additional information regarding the interests of such potential participants in the solicitation process is included in the Form S-4 (and the definitive proxy statement/prospectus) and other relevant documents filed with the SEC.

Contacts

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