

OMB APPROVAL	
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**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

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>Bayliss Joshua</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O VG ACQUISITION CORP. 65 BLEECKER STREET, 6TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10012								
(City) (State) (Zip)								

**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 (I) or Indirect (J) (Instr. 4)	7. Nature of 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)
					(A)	(D)	Date Exercisable	Expiration Date					
Class C Shares in VG Acquisition Sponsor LLC	\$0	09/24/2020		P	50		(1)	(1)	Class B ordinary shares <sup>(2)</sup>	1,506,793	\$6,000	50	D
Class C Shares in VG Acquisition Sponsor LLC	\$0	12/08/2020		J <sup>(3)(4)</sup>	0 <sup>(3)(4)</sup>		(1)	(1)	Class B ordinary shares <sup>(2)</sup>	160,788	<sup>(3)</sup>	50	D

**Explanation of Responses:**

- Represents Class C Shares in VG Acquisition Sponsor LLC, a Cayman Islands limited liability company (the "Sponsor"). The Class C shares in the Sponsor represent an economic entitlement to the proceeds attributable to a number of the Class B ordinary shares of the Issuer held by the Sponsor, and a number of warrants to acquire Class A ordinary shares of the Issuer held by the Sponsor that will become exercisable upon the consummation of the initial business combination by the Issuer. The Class C shares in the Sponsor 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.
- Represents a discretionary adjustment made by the manager of the Sponsor to the number of Class B Ordinary Shares associated with the reporting person's Class C Shares in the Sponsor, to reflect both a 6-for-5 share split of the Class B ordinary shares effected by the Issuer in connection with 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 the reporting person for the adjustment.
- This discretionary adjustment did not change the number of Class C Shares in the Sponsor 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 Class C Shares in the Sponsor held by the reporting person as a result of the December 8, 2020 adjustment reported here. After this adjustment there are 1,667,581 Class B ordinary shares underlying these 50 Class C Shares in the Sponsor.

/s/ James Cahillane, as attorney-in-fact for Joshua Bayliss 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.