

VIRGIN MEDIA INC.

Form 4

June 11, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZOFFINGER GEORGE R**

(Last) (First) (Middle)

**C/O VIRGIN MEDIA INC., 65  
BLEECKER STREET, 6TH FLOOR**

(Street)

**NEW YORK, NY 10012**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**VIRGIN MEDIA INC. [VMED]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/07/2013**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
Common Stock	06/07/2013		D	83,500	D \$ 0 (1)	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.06	06/07/2013		D			187,500	<u>(2)</u>	06/08/2020	Common Stock	187,500
Stock Option (Right to Buy)	\$ 15.93	06/07/2013		D			62,500	<u>(2)</u>	06/08/2020	Common Stock	62,500
Stock Option (Right to Buy)	\$ 23.14	06/07/2013		D			40,000	<u>(2)</u>	10/03/2021	Common Stock	40,000
Stock Option (Right to Buy)	\$ 23.24	06/07/2013		D			40,000	<u>(3)</u>	06/11/2022	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOFFINGER GEORGE R C/O VIRGIN MEDIA INC. 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012			X	

## Signatures

/s/ George R.  
Zoffinger

06/11/2013

                    Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* 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).
- (1) Disposed of in exchange for shares of a new parent company, Liberty Global plc ("LG plc"), upon consummation of the combination of Virgin Media Inc. ("Virgin Media") and Liberty Global, Inc. under LG plc (the "Merger") pursuant to that certain agreement and plan of merger dated as of February 5, 2013, as amended, at an exchange rate of one share of common stock of Virgin Media Inc. for 0.2582

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of a Class A LG plc ordinary share and 0.1928 of a Class C LG plc ordinary share and \$17.50 in cash. The exercise price of such converted shares was adjusted accordingly.

- (2) The option had become fully exercisable prior to the Merger and was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of such converted options was adjusted accordingly.

- (3) The option vested and became fully exercisable upon the Merger and was exchanged for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of such converted options was adjusted accordingly.

### Remarks:

The disposition of the referenced securities of Virgin Media, Inc. by the Reporting Person was made as a result of the business

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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