

VIRGIN MEDIA INC.  
Form 4  
June 11, 2013

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SIMMONS STEVEN**

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                                       |
| Common Stock                    | 06/07/2013                           |                                                    | D                              | V 110,321 D                                                       | \$ 0 (1) 0                                                                                    | D                                                        |                                                       |
| Common Stock                    | 06/07/2013                           |                                                    | D                              | V 21,125 D                                                        | \$ 0 (1) 0                                                                                    | I                                                        | By Foundation (2)                                     |

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 23.24                                               | 06/07/2013                           |                                                    | D                              | 40,000                                                                                  | <sup>(3)</sup> 06/11/2022                                | Common Stock                                                  | 40,000                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

SIMMONS STEVEN  
C/O VIRGIN MEDIA INC.  
65 BLEECKER STREET, 6TH FLOOR  
NEW YORK, NY 10012

X

## Signatures

/s/ Steven Simmons 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 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) These shares were gifted to the Simmons Family Foundation, a charitable foundation whose sole authorized agents are Mr. Simmons and his wife. Neither Mr. Simmons nor his wife has any beneficial interest in any of the shares held by the foundation.

(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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