

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

1. Name and Address of Reporting Person* Bayliss Joshua			2. Issuer Name and Ticker or Trading Symbol Virgin Group Acquisition Corp. II [VGII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last) (First) (Middle) C/O VIRGIN GROUP ACQUISITION CORP. II, 65 BLEECKER STREET, 6TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021					
(Street) NEW YORK, NY 10012			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			

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 displays a currently valid OMB control number. SEC 1474 (9-02)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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 C Shares in Virgin Group Acquisition Sponsor II LLC	\$ 0	03/15/2021		P		100		(1)	(1)	Class B ordinary shares (2)	1,013,900	\$ 3,000	100	D	
Class C Shares in Virgin Group Acquisition Sponsor II LLC	\$ 0	06/04/2021		J(3)(4)		0(3)(4)		(1)	(1)	Class B ordinary shares (2)	232,700	(3)	100	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bayliss Joshua C/O VIRGIN GROUP ACQUISITION CORP. II 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012	X		Chief Executive Officer	

### Signatures

/s/ Harold Brunink, as attorney-in-fact for Joshua Bayliss		06/04/2021
**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).

Represents Class C Shares in Virgin Group Acquisition Sponsor II 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.

(1) 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 (2) 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 March 15, 2021 (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 (3) to reflect the purchase of additional warrants by the Sponsor in connection with the exercise of the overallotment option in full by the underwriters. 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 (4) those shares. The figure provided in Column 7 represents an increase in the number of Class B ordinary shares underlying the 100 Class C Shares in the Sponsor held by the reporting person as a result of the June 4, 2021 adjustment reported here. After this adjustment there are 1,246,600 Class B ordinary shares underlying these 100 Class C Shares in the Sponsor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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