

# 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

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## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Peracha Latif</b>			2. Issuer Name and Ticker or Trading Symbol <b>Virgin Group Acquisition Corp. II [VGII]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2021</b>					
C/O VIRGIN GROUP ACQUISITION CORP. II, 65 BLEECKER STREET, 6TH FLOOR								
(Street)			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		
NEW YORK, NY 10012								
(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.

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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. 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 B Ordinary Shares	\$ 0	03/15/2021		A		30,000		(1)	(1)	Class A Ordinary Shares	30,000	\$ 0.002	30,000	D	
Class B Shares in Virgin Group Acquisition Holdings II LLC	\$ 0	03/15/2021		P		10,000		(2)	(2)	Class B Ordinary Shares (1)	69,938	\$ 10	10,000	D	
Class B Shares in Virgin Group Acquisition Holdings II LLC	\$ 0	06/04/2021		j(3)(4)		0 (3)(4)		(2)	(2)	Class B Ordinary Shares (1)	278	(3)	10,000	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Peracha Latif C/O VIRGIN GROUP ACQUISITION CORP. II 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012	X			
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## Signatures

/s/ Harold Brunink, as attorney-in-fact for Latif Peracha		06/04/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

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 (1) 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 Class B Shares in Virgin Group Acquisition Holdings II LLC, a Delaware limited liability company ("Holdings"). Holdings holds an economic interest in Virgin Group (2) Acquisition Sponsor II LLC, a Cayman Islands limited liability company (the "Sponsor"). These Class B shares in Holdings represent an indirect economic entitlement to the proceeds attributable to holdings of the Sponsor, including a number of the Class B ordinary shares of the Issuer. The Class B shares in Holdings have no expiration date.

Represents a discretionary adjustment made by the manager of Holdings to the number of Class B Ordinary Shares associated with the reporting person's Class B Shares in Holdings in response to a discretionary adjustment made by the manager of the Sponsor to the number of Class B Ordinary Shares associated with Holding's interests in the Class B ordinary shares (3) held by the Sponsor. These adjustments were made 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 Holdings or the reporting person for either of these adjustments.

This discretionary adjustment did not change the number of Class B Shares in Holdings 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 10,000 Class B Shares in Holdings held by the reporting person as a result of the June 4, 2021 adjustment reported here. After this adjustment there are 10,000 Class B ordinary shares underlying these 70,216 Class B Shares in Holdings.

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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