

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 13, 2022**

**AMERICAN AIRLINES GROUP INC.
AMERICAN AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware
Delaware**

(State or other Jurisdiction of Incorporation)

**1-8400
1-2691**

(Commission File Number)

**75-1825172
13-1502798**

(IRS Employer Identification No.)

**1 Skyview Drive, Fort Worth, Texas
1 Skyview Drive, Fort Worth, Texas**

(Address of principal executive offices)

**76155
76155**

(Zip Code)

Registrant's telephone number, including area code:

(682) 278-9000

(682) 278-9000

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	AAL	The Nasdaq Global Select Market
Preferred Stock Purchase Rights	—	(1)

(1) Attached to the Common Stock

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 13, 2022, American Airlines Group Inc. (“AAG”) and American Airlines, Inc., a wholly owned subsidiary of AAG (“AAI” and, together with AAG, the “Company”), announced that, effective January 1, 2023, Devon E. May, currently the Company’s Senior Vice President—Finance and Investor Relations, will assume the role of Executive Vice President and Chief Financial Officer. Derek J. Kerr will transition from his position as Chief Financial Officer as of year-end. Mr. Kerr will remain the Company’s Vice Chair and President of American Eagle and will assume the role of Strategic Advisor.

Mr. May, 46, has served as the Company’s Senior Vice President—Finance and Investor Relations since February 2022. Prior to this, Mr. May served in a variety of senior roles in the Company’s finance, regional, operations planning and network planning organizations since joining the Company’s predecessor in 2002.

At this time, any compensation adjustments in connection with Mr. May’s appointment as Chief Financial Officer have not been determined. The Company will file an amendment to this Current Report on Form 8-K disclosing any compensation adjustments made in connection with such appointment if and when they have been determined.

ITEM 7.01. REGULATION FD DISCLOSURE.

On December 13, 2022, the Company issued a press release announcing the appointment of Mr. May as Executive Vice President and Chief Financial Officer and the transition of Mr. Kerr to the role of Vice Chair, President of American Eagle and Strategic Advisor. The press release is furnished herewith as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated December 13, 2022.
104.1	Cover page interactive data file (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, American Airlines Group Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN AIRLINES GROUP INC.

Date: December 13, 2022

By: /s/ Priya R. Aiyar
Priya R. Aiyar
Executive Vice President, Chief Legal Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, American Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN AIRLINES, INC.

Date: December 13, 2022

By: /s/ Priya R. Aiyar
Priya R. Aiyar
Executive Vice President, Chief Legal Officer

**PRESS RELEASE**

Corporate Communications
mediarelations@aa.com

FOR RELEASE: Tuesday, Dec. 13, 2022

AMERICAN AIRLINES NAMES DEVON MAY CHIEF FINANCIAL OFFICER

Derek Kerr to Step Down From CFO Role at End of Year Following Long-Planned Succession Process; Kerr to Remain at American as Vice Chair, President of American Eagle and Strategic Advisor

FORT WORTH, Texas – American Airlines Group Inc. (NASDAQ: AAL) today announced that Devon May has been named Chief Financial Officer following a long-planned succession process. May, who is currently the airline's senior vice president of Finance and Investor Relations, will assume the CFO role effective Jan. 1, 2023. He will report to American's CEO Robert Isom.

American's current CFO Derek Kerr will remain at the airline as Vice Chair, President of American Eagle and Strategic Advisor. He will continue to lead American's Regional and Cargo teams and serve as a strategic advisor to the company.

"Derek Kerr is quite simply the best CFO in the history of the airline industry," said Isom. "He is a great friend and has been a trusted advisor throughout my career, and his 20-year stint as CFO of America West, US Airways and American is unparalleled. He was instrumental in bringing together American and US Airways and ensuring American remained on solid footing during the global pandemic. American is well-positioned because of Derek's leadership and stewardship, and he has spent years readying Devon for his new responsibilities."

"I have had the privilege of calling Derek a friend and colleague for more than 30 years," said American's Chairman Doug Parker. "He is truly one of a kind — an airline CFO who has served in the role for two decades and made certain his airline met every single one of its commitments over that time. Derek has played a key role in building American into the airline it is today, and his leadership was critical in helping us get through the challenges brought on by the pandemic. On behalf of the entire board of directors, I want to thank Derek for his tremendous contributions to our airline as CFO."

"It has been a tremendous honor to serve as CFO of American, US Airways and America West the past 20 years," said Kerr. "I'm incredibly proud of what we accomplished over that time — particularly over the past three years during the pandemic as we faced a crisis unlike any our industry had ever seen. We have the best finance team in the industry, and given we are back to profitability and well on our way to reducing our debt levels, it's the ideal time to make this transition. As we move forward, the Finance organization is in great hands with Devon."

May, who joined America West in 2002, has more than 20 years of airline industry experience across finance, operations, network planning and alliances. In his current role, he leads the airline's financial planning and analysis, corporate development, and investor relations work. He previously served as senior vice president of Finance and American Eagle and senior vice president of Network Strategy, where he led American's regional operations as well as its network planning and alliances work. May holds an MBA from Embry-Riddle Aeronautical University in Daytona Beach, Florida, and a Bachelor of Management in finance from the University of Lethbridge in Alberta, Canada.

"Devon is the perfect person to lead our finance organization going forward as we continue to focus on achieving sustained profitability and reducing debt," added Isom. "He is a world-class executive who has built a great team around him, and he has played a critical leadership role inside American for many years. This move follows a long-planned succession process, and the entire senior leadership team is looking forward to working alongside Devon even more closely in his new role."

"I'm truly honored to be taking on the role of CFO at American," said May. "Derek has been a close friend and mentor to me for more than 20 years and our airline is set up well for the future because of his leadership. I look forward to leading our finance team as we build on the progress we have made on our return to sustained profitability and our debt reduction plan. The best is yet to come for American."

About American Airlines Group

To Care for People on Life's Journey®. Shares of American Airlines Group Inc. trade on Nasdaq under the ticker symbol AAL and the company's stock is included in the S&P 500. Learn more about what's happening at American by visiting news.aa.com and connect with American on Twitter [@AmericanAir](https://twitter.com/AmericanAir) and at Facebook.com/AmericanAirlines.