
**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): **January 31, 2023**

AMERICAN AIRLINES GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of Incorporation)

1-8400

(Commission File Number)

75-1825172

(IRS Employer Identification No.)

1 Skyview Drive, Fort Worth, Texas

(Address of principal executive offices)

76155

(Zip Code)

**Registrant's telephone number, including area code:
(682) 278-9000**

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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On January 31, 2023, the Board of Directors (the "Board") of American Airlines Group Inc. (the "Company") approved certain amendments to the Company's Third Amended and Restated Bylaws, effective immediately (the "Amendments"). Among other things, the Amendments (i) address the universal proxy rules adopted by the U.S. Securities and Exchange Commission, by clarifying that no person may solicit proxies in support of a director nominee other than the Board's nominees unless such person has complied with Rule 14a-19 under the Securities Exchange Act of 1934, including applicable notice and solicitation requirements, and (ii) require that a shareholder directly or indirectly soliciting proxies from other shareholders use a proxy card color other than white. The foregoing description is a summary and is qualified in its entirety by reference to the full text of the Amendments, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Amendment to the Third Amended and Restated Bylaws of American Airlines Group Inc. |
| 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: February 3, 2023

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

Amendment to Third Amended and Restated Bylaws of American Airlines Group Inc.

Effective January 31, 2023

Article II, Section 6(b) of the Third Amended and Restated Bylaws of American Airlines Group Inc. (the “Bylaws”) is hereby amended and supplemented by adding the following sentence to the end thereof:

“Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors.”

Article III, Section 2(e) of the Bylaws is hereby amended and supplemented by adding the following sentences to the end thereof:

“Notwithstanding the foregoing provisions of this Article III, Section 2, unless otherwise required by law, (i) no Nominating Person shall solicit proxies in support of director nominees other than the Corporation’s nominees unless such Nominating Person has complied with Rule 14a-19 promulgated under the Exchange Act in connection with the solicitation of such proxies, including the provision to the Corporation of notices required thereunder in a timely manner and (ii) if any Nominating Person (1) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act and (2) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) promulgated under the Exchange Act, including the provision to the Corporation of notices required thereunder in a timely manner, or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such Nominating Person has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act in accordance with the following sentence, then the Corporation shall disregard any proxies or votes solicited for the Nominating Person’s candidates. If any Nominating Person provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such Nominating Person shall deliver to the Corporation, no later than seven (7) business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.”

Article III, Section 8(f)(iv) of the Bylaws is hereby amended and supplemented by adding the following clause at the beginning thereof:

“(A) As provided in Article III, Section 2(e), Rule 14a-19 promulgated under the Exchange Act, and (B)”