
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 7, 2014

American Airlines Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-8400
(Commission
File Number)

75-1825172
(IRS Employer
Identification No.)

4333 Amon Carter Blvd., Fort Worth, Texas
(Address or principal executive offices)

76155
(Zip Code)

(817) 963-1234
(Registrant's telephone number)

(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))
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Item 7.01. Regulation FD Disclosure.

On February 7, 2014, the Company issued a press release in connection with the conversion of certain shares of its Series A Convertible Preferred Stock. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Limitation on Incorporation by Reference

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release.

Signatures

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

American Airlines Group Inc.

/s/ Derek J. Kerr

Derek J. Kerr

Executive Vice President and Chief Financial
Officer

Dated: February 7, 2014

Exhibit Index

Exhibit
No.

Description

99.1

Press release.

**PRESS RELEASE**

Investor Relations
817-931-3423
investor.relations@aa.com

FOR RELEASE: Friday, Feb. 7, 2014

NOTICE TO HOLDERS OF AMERICAN AIRLINES GROUP SERIES A CONVERTIBLE PREFERRED STOCK REGARDING SECOND MANDATORY CONVERSION DATE

FORT WORTH, Texas – American Airlines Group Inc. (the “Company”) today provided the following notice to holders of its Series A Convertible Preferred Stock (NASDAQ: AALCP) (the “Convertible Preferred Stock”) pursuant to Section 5.1 of the Certificate of Designations governing the terms of the Convertible Preferred Stock. Capitalized terms not otherwise defined in this notice have the meaning set forth in the Certificate of Designations.

- 41,963,700 shares of Convertible Preferred Stock will be converted into shares of Common Stock (NASDAQ: AAL) as of the close of business on February 7, 2014. By operation of the mandatory conversion mechanism contained in the Certificate of Designations, each holder will have approximately 39.73 percent of its shares of Convertible Preferred Stock mandatorily converted.
- The Conversion Price used for determining the number of shares of Common Stock issuable upon conversion of the Convertible Preferred Stock is \$32.7136. For each \$1,000 in Stated Value of Convertible Preferred Stock mandatorily converted, Holders will receive 30.56 shares of Common Stock. Stated a different way, each share of Convertible Preferred Stock mandatorily converted will be converted into 0.7722 shares of Common Stock, subject to rounding.
- The Depository Trust & Clearing Corporation (DTCC) will be processing the conversion on their systems on the morning of February 10, 2014.
- The next Mandatory Conversion Date will occur on March 9, 2014. An additional 41,963,700 shares of Convertible Preferred will convert to

– more –

Notice to Holders of American Airlines Group Series A Convertible Preferred Stock Regarding First Mandatory Conversion Date

Feb 7, 2014

Common Stock on that Mandatory Conversion Date. The conversion ratio will be determined based on the volume weighted average price of AAL for the five trading days prior to March 9, 2014.

- The second Optional Conversion Period will commence on February 13, 2014.

Additional Common Stock Distributions

- Pursuant to Section 4.5 of the Company's Fourth Amended Joint Plan of Reorganization (the "Plan"), holders of AMR common stock (formerly traded under the symbol: "AAMRQ") who received an initial distribution of shares of AAL in connection with the effective date of the Plan will receive, for each share of AMR common stock previously owned, a distribution of approximately 0.1750 shares of AAL on or about February 10, 2014. AAMRQ holders may in the future receive additional distributions based on the trading price of AAL common stock during the 120 day period after the effective date and the total amount of allowed claims, in each case, in accordance with the terms of the Plan.
- Pursuant to Section 5.15 of the Plan, holders of convertible notes who elected to be treated as if they had converted their notes to AMR common stock prior to the effective date will also receive a distribution of shares of AAL. Individuals who held AMR's 6.25% Convertible Senior Notes due 2014 and elected to be treated as if they held AMR common stock will receive 17.1795 shares of AAL for each \$1,000 of principal amount thereof, and individuals who held AMR's 4.5% Convertible Senior Notes due 2024 and elected to be treated as if they held AMR common stock will receive 8.000 shares of AAL for each \$1,000 of principal amount thereof, in each case on or about February 10, 2014.
- Also pursuant to the Plan, 1.2756 million shares are being distributed as part of the Labor Common Stock Allocation (as defined in the Plan).

Additional Information and Where to Find It

For questions about distributions under the Plan, please visit www.amrcaseinfo.com.

For information about American Airlines Group Inc., including financial information, corporate governance and its SEC filings, please visit www.aa.com/investorrelations.

**Notice to Holders of American Airlines Group Series A Convertible Preferred
Stock Regarding First Mandatory Conversion Date**

Feb 7, 2014

About American Airlines Group

American Airlines Group (NASDAQ: AAL) is the holding company for American Airlines and US Airways. Together with American Eagle and US Airways Express, the airlines operate an average of nearly 6,700 flights per day to 339 destinations in 54 countries from its hubs in Charlotte, Chicago, Dallas/Fort Worth, Los Angeles, Miami, New York, Philadelphia, Phoenix and Washington, D.C. American's AAdvantage and US Airways Dividend Miles programs allow members to earn and redeem miles for travel and everyday purchases as well as flight upgrades, vacation packages, car rentals, hotel stays and other retail products. American is a founding member of the **oneworld**[®] alliance, whose members and members-elect serve 981 destinations with 14,244 daily flights to 151 countries. Connect with American on Twitter [@AmericanAir](#) or Facebook.com/AmericanAirlines and follow US Airways on Twitter [@USAirways](#) and on Facebook.com/USAirways.

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