
**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): **February 23, 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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 23, 2023, American Airlines Group Inc. (“AAG”) announced that, effective April 30, 2023, Gregory D. Smith, who has served as an independent member of AAG’s Board of Directors (the “Board”) since January 2022, will assume the role of Chairman of the Board. W. Douglas Parker, AAG’s former Chief Executive Officer and current Chairman of the Board, will retire from the Board in connection with the transition. Mr. Parker has served on the Board since 2013.

Additionally, on February 23, 2023, AAG announced that Ray M. Robinson and James F. Albaugh will retire from the Board at the end of the current term, which coincides with AAG’s upcoming annual meeting of stockholders. Messrs. Robinson and Albaugh have served on the Board since 2005 and 2013, respectively.

In connection with the foregoing retirements, AAG intends to adjust the authorized number of directors so that it comports with the number of directors then serving in accordance with its bylaws.

ITEM 7.01. REGULATION FD DISCLOSURE.

On February 23, 2023, AAG issued a press release announcing the appointment of Mr. Smith as Chairman of the Board and the retirement of Messrs. Albaugh, Parker and Robinson. 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 February 23, 2023.
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 23, 2023

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

**PRESS RELEASE**

Corporate Communications
mediarelations@aa.com

FOR RELEASE: Thursday, Feb. 23, 2023

GREG SMITH APPOINTED INDEPENDENT CHAIRMAN OF AMERICAN AIRLINES GROUP BOARD OF DIRECTORS

Smith will assume role April 30 following retirement of current chairman and former American Airlines CEO Doug Parker

Longtime board members Ray Robinson and Jim Albaugh will retire from board at end of current term

FORT WORTH, Texas – American Airlines Group Inc. (NASDAQ: AAL) today announced that Greg Smith has been named independent chairman of the company's board of directors, effective April 30, 2023. Smith, 56, will succeed Doug Parker, who will retire from the board at that time. Smith's appointment is part of the board's long-term succession planning process.

"Our CEO transition has been flawless thanks to the great work of Robert Isom, his team and our board," said Parker. "Now is the right time for our chairman transition and we are fortunate to have Greg Smith in place to assume that role. Greg has made outstanding contributions since joining American's board, and his strong knowledge of the aviation industry and his decades of leadership experience will be invaluable going forward."

Smith joined American's board in January 2022 after a more than 30-year career at The Boeing Company. He most recently served as Boeing's Executive Vice President and CFO, leading the company's Enterprise Operations, Finance, Strategy and Shared Services organizations. He managed Boeing's overall financial activities and had oversight of the company's manufacturing, operations, supply chain, quality and program management teams.

"It's an honor and privilege to serve as a board member and now as chairman of this iconic company," said Smith. "Due to the leadership and dedication of Doug, Robert and the entire American team, we are well-positioned to take the airline to the next level of excellence. The board and I look forward to working with Robert and this great team as we lead American Airlines into the future."

"The American Airlines team will be forever grateful to Doug for building our airline into what it is today," said American's CEO Robert Isom. "On a personal note, I'm thankful for Doug's partnership over the past year as I took on the CEO role. I look forward to continuing to work with the board and Greg in his new role as we shape the American Airlines of the future."

In addition, Ray Robinson and Jim Albaugh will retire from American's board at the end of the current term, which coincides with the company's upcoming annual meeting of stockholders. Robinson and Albaugh have served on American's board since 2005 and 2013, respectively.

Greg Smith Appointed Independent Chairman of American Airlines Group Board of Directors

Feb. 23, 2023

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“Ray and Jim have made tremendous contributions to the board over their careers,” added Parker. “American is in a position of industry leadership because of their experience, counsel and sound judgement, and we are grateful for their many years of service.

“Finally, we also would like to thank John Cahill for serving as the lead independent director of our board since 2013. His leadership has been instrumental, and he will continue to play a critical role on the board for years to come.”

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.