

**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, 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 Preferred Stock Purchase Rights	AAL —	The Nasdaq Global Select Market (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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On January 31, 2022, American Airlines, Inc. (American), a wholly owned subsidiary of American Airlines Group Inc. (the Company), entered into an amendment to that certain Purchase Agreement No. 03735, dated as of February 1, 2013, with The Boeing Company (Boeing), pursuant to which American has agreed to purchase a total of 23 additional 737 MAX 8 aircraft through the conversion of existing purchase options. In addition, American intends to convert a further seven of its purchase options in 2022, bringing its firm order of additional 737 MAX 8 aircraft to 30, with 15 of such aircraft scheduled for delivery in 2023 and 15 scheduled for delivery in 2024.

Additionally, on January 31, 2022, American entered into an amendment to that certain Purchase Agreement No. 3219, dated as of October 15, 2008, with Boeing, pursuant to which American and Boeing agreed to defer the delivery of certain 787-9 aircraft previously scheduled for delivery beginning in January 2023. Pursuant to this amendment, deliveries of these 787-9 aircraft will commence in the fourth quarter of 2023 and will continue into 2027, with four 787-9 aircraft now scheduled for delivery in 2023.

The delivery schedules presented herein represent our best estimates as of the date of this report. Actual delivery dates are subject to change based on various potential factors including production delays by the manufacturer.

ITEM 7.01. REGULATION FD DISCLOSURE.

After giving effect to the transactions described in Item 1.01, above, American now expects its full-year 2022 capital expenditures to be approximately \$2.669 billion (versus its prior estimate of \$2.631 billion) and its full-year 2023 capital expenditures to be approximately \$2.860 billion (versus its prior estimate of \$2.714 billion), with the change versus prior estimates in each case attributable to the expected increase in net aircraft capital expenditures.

The information in Item 7.01 of this Current Report on Form 8-K 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.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as “may,” “will,” “expect,” “intend,” “anticipate,” “believe,” “estimate,” “plan,” “project,” “could,” “should,” “would,” “continue,” “seek,” “target,” “guidance,” “outlook,” “if current trends continue,” “optimistic,” “forecast” and other similar words. Such statements include, but are not limited to, statements about the Company’s plans, objectives, expectations, intentions, estimates and strategies for the future, the continuing availability of borrowings under revolving lines of credit, and other statements that are not historical facts. These forward-looking statements are based on the Company’s current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. These risks and uncertainties include, but are not limited to, those set forth herein as well as in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (especially in Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations and Part II, Item 1A. Risk Factors), and other risks and uncertainties listed from time to time in the Company’s other filings with the Securities and Exchange Commission. In particular, the consequences of the coronavirus outbreak to economic conditions and the travel industry in general and the financial position and operating results of the Company in particular have been material, are changing rapidly, and cannot be predicted. The delivery schedules and capital spending estimates presented herein represent our best estimates as of the date of this report and actual delivery dates and capital spending are subject to change based on various potential factors including production delays by the manufacturer and the continued availability of our currently intended type of financing for these aircraft. Additionally, there may be other factors of which the Company is not currently aware that may affect matters discussed in the forward-looking statements and may also cause actual results to differ materially from those discussed. The Company does not assume any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements other than as required by law. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
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 2, 2022

By: /s/ Derek J. Kerr
Derek J. Kerr
Chief Financial 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: February 2, 2022

By: /s/ Derek J. Kerr
Derek J. Kerr
Chief Financial Officer