

**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): **October 9, 2019**

**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:

**(817) 963-1234
(817) 963-1234**

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

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 7.01. REGULATION FD DISCLOSURE.

On October 9, 2019, American Airlines Group Inc. (“American”) provided an update for investors presenting information relating to its financial and operational outlook for the third quarter of 2019 and an update regarding the grounding of its 737 MAX fleet. This investor presentation is located on American’s website at www.aa.com under “Investor Relations.” The update is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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	Investor Update, dated October 9, 2019.
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: October 9, 2019

By: /s/ Derek J. Kerr
Derek J. Kerr
Executive Vice President and
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: October 9, 2019

By: /s/ Derek J. Kerr
Derek J. Kerr
Executive Vice President and
Chief Financial Officer

Third Quarter Investor Relations Update October 9, 2019

General Overview

- **Fleet and operation** - On March 13, 2019, a directive from the Federal Aviation Administration (FAA) grounded all U.S.-registered Boeing 737 MAX aircraft. The American Airlines fleet currently includes 24 Boeing 737 MAX 8 aircraft with an additional 76 aircraft on order.

As a result of this directive, the company cancelled 9,475 flights in the third quarter. The company estimates that the cancellations in the third quarter negatively impacted pre-tax income by approximately \$140 million.

As reported this morning, the company has now cancelled all 737 MAX flying through January 15, 2020. As a result of the extension of the grounding, the company now expects to fly approximately 70.1 billion available seat miles (ASMs) in the fourth quarter. The company will provide an update to the full year impact of the grounding on the third quarter earnings call.

In addition, in May, the company initiated litigation against the Transport Workers Union of America, AFL-CIO, International Association of Machinists and Aerospace Workers, and Airline Mechanic and Related Employee Association TWU/IAM (the Association), claiming that the unions have been engaged in an illegal work slowdown in an effort to influence contract negotiations. A permanent injunction enjoining the slowdown and further interruption to the company's operations was granted by the U.S. District Court for the Northern District of Texas on August 12, 2019. On August 13, 2019, the company filed a motion asking for sanctions against the unions as illegal actions were continuing. The issue of sanctions has not yet been decided by the court.

- **Revenue** - Despite the negative impact to revenue of Hurricane Dorian, the company expects its third quarter total revenue per available seat mile (TRASM) to be up approximately 1.5 to 2.5 percent year-over-year. The midpoint of this guidance is unchanged from the company's previous guidance of up approximately 1.0 to 3.0 percent.
- **Special items** - The company expects its total pre-tax net special items in the third quarter will be approximately \$280 million¹, of which approximately \$230 million is non-cash. Special items primarily consist of a \$200 million non-cash impairment charge related to the retirement of the company's E190 fleet, as well as fleet restructuring costs, merger integration expenses and mark-to-market adjustments on equity investments, offset in part by the reduction of certain litigation reserves.
- **CASM** - The company continues to expect its third quarter total cost per available seat mile (CASM) excluding fuel and special items to be up approximately 4.0 to 6.0 percent¹ year-over-year.
- **Pre-tax margin** - The company now expects its third quarter pre-tax margin excluding special items to be approximately 6.5 to 7.5 percent¹ vs. its previous guidance of approximately 5.5 to 7.5 percent.
- **Liquidity** - As of September 30, 2019, the company had approximately \$8.0 billion in total available liquidity, comprised of unrestricted cash and investments of \$5.2 billion and \$2.8 billion in undrawn revolver capacity. The company also had a restricted cash position of \$158 million.
- **Shares outstanding** - The fully diluted weighted average sharecount for the third quarter was approximately 442 million.
- **Capex** - Gross aircraft capex and net PDPs for the third quarter are lower than previous guidance due primarily to the delivery dates of certain Airbus aircraft moving from the third to the fourth quarter.

Notes:

1. *For a reconciliation of special items (including the company's estimates for the third quarter), please see the GAAP to non-GAAP reconciliation at the end of this document.*

Please refer to the footnotes and the forward looking statements page of this document for additional information

Third Quarter Investor Relations Update October 9, 2019

	3rd Quarter 2019 ¹	
	Previous Guidance 7/25/2019	Current Guidance 10/9/2019
Total Mainline and Regional Guidance¹		
Available Seat Miles (ASMs) (bil)	~76.1	~75.8
Cargo Revenues (\$ mil) ²	~220	~208
Other Revenues (\$ mil) ²	~715	~708
Total Revenue per ASM (TRASM)	+1% to +3%	+1.5% to +2.5%
Average Fuel Price (incl. taxes) (\$/gal)	2.05 to 2.10	2.03 to 2.08
Fuel Gallons Consumed (mil)	~1,208	~1,209
CASM ex fuel and special items (YOY % change) ³	+4% to +6%	+4% to +6%
Interest Income (\$ mil)	~(37)	~(35)
Interest Expense (\$ mil)	~287	~284
Other Non-Operating (Income)/Expense (\$ mil) ⁴	~(44)	~(43)
Pre-tax Margin excluding special items	+5.5% to +7.5%	+6.5% to +7.5%
Capex Guidance (\$ mil) Inflow/(Outflow)		
Non-Aircraft Capex	~(395)	~(382)
Gross Aircraft Capex & net PDPs	~(539)	~(430)
Assumed Aircraft Financing	~317	~210
Net Aircraft Capex & PDPs ⁵	~(222)	~(220)

Notes:

1. Includes guidance on certain non-GAAP measures, which exclude special items. Please see the GAAP to non-GAAP reconciliation at the end of this document.
2. Cargo/Other revenue includes cargo revenue, loyalty program revenue, and contract services.
3. CASM ex fuel and special items is a non-GAAP financial measure.
4. Other Non-Operating (Income)/Expense primarily includes non-service related pension and retiree medical benefit income/costs, gains and losses from foreign currency, and income/loss from the company's approximate 25% ownership interest in Republic Airways Holdings Inc.
5. Numbers may not recalculate due to rounding.

Please refer to the footnotes and the forward looking statements page of this document for additional information

Third Quarter GAAP to Non-GAAP Reconciliation October 9, 2019

The company sometimes uses financial measures that are derived from the consolidated financial statements but that are not presented in accordance with GAAP to understand and evaluate its current operating performance and to allow for period-to-period comparisons. The company believes these non-GAAP financial measures may also provide useful information to investors and others. These non-GAAP measures may not be comparable to similarly titled non-GAAP measures of other companies, and should be considered in addition to, and not as a substitute for or superior to, any measure of performance, cash flow or liquidity prepared in accordance with GAAP. The company is providing a reconciliation of reported non-GAAP financial measures to their comparable financial measures on a GAAP basis. The table below presents the reconciliation of total operating costs (GAAP measure) to total operating costs excluding special items and fuel (non-GAAP measure). Management uses total operating costs excluding special items and fuel to evaluate the company's current operating performance and for period-to-period comparisons. The price of fuel, over which the company has no control, impacts the comparability of period-to-period financial performance. Additionally, special items may vary from period-to-period in nature and amount. These adjustments to exclude aircraft fuel and special items allow management an additional tool to understand and analyze the company's non-fuel costs and core operating performance. Additionally, the table below presents the reconciliation of other non-operating expense (GAAP measure) to other non-operating expense excluding special items (non-GAAP measure). Management uses this non-GAAP financial measure to evaluate the company's current performance and to allow for period-to-period comparisons. As special items may vary from period-to-period in nature and amount, the adjustment to exclude special items allows management an additional tool to understand the company's core operating performance.

American Airlines Group Inc. GAAP to Non-GAAP Reconciliation¹

	3Q19 Range	
	Low	High
Total operating expenses	\$ 11,044	\$ 11,266
Less fuel expense	2,454	2,515
Less special items	234	234
Total operating expense excluding fuel and special items	8,356	8,517
Total CASM (cts)	14.57	14.86
Total CASM excluding fuel and special items (Non-GAAP) (cts)	11.02	11.24
YOY (%)	4.0%	6.0%
Total ASMs (bil)	75.8	75.8
Other non-operating (income)/expense		
Other non-operating (income)/expense	\$ 1	\$ 1
Less special items	44	44
Other non-operating (income)/expense excluding special items	(43)	(43)

Note: Amounts may not recalculate due to rounding.

1. Net special items primarily consist of a \$200 million non-cash impairment charge related to the retirement of the company's E190 fleet, as well as fleet restructuring expenses, merger integration expenses and mark-to-market adjustments on equity investments, offset in part by the reduction of certain litigation reserves.

Please refer to the footnotes and the forward looking statements page of this document for additional information



**Forward Looking Statements
October 9, 2019**

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 future financial and operating results, the company’s plans, objectives, estimates, expectations and intentions, 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 in the company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (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. 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 statements.

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