

**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 24, 2022**

**AMERICAN AIRLINES GROUP INC.  
AMERICAN AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8400**

**75-1825172**

**Delaware**

**1-2691**

**13-1502798**

(State or other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1 Skyview Drive, Fort Worth, Texas**

**Texas**

**76155**

**1 Skyview Drive, Fort Worth, Texas**

**Texas**

**76155**

(Address of principal executive offices)

(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 | AAL               | The Nasdaq Global Select Market           |
| Preferred Stock Purchase Rights          | —                 | (1)                                       |

<sup>(1)</sup> 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 PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.**

**(e) Material Amendment of Compensatory Arrangements of Certain Named Executive Officers**

On February 24, 2022, the Compensation Committee (the "Committee") of the Board of Directors of American Airlines Group Inc. took the actions that follow in respect of the compensation of certain executive officers:

- The Committee increased the annual base salary of Robert Isom, President and incoming CEO, to \$1,300,000 per year and increased his target short-term incentive opportunity to 200% of his base compensation.
- The Committee increased the annual base salary of Derek Kerr, Chief Financial Officer and incoming Vice Chair, to \$900,000 per year. Mr. Kerr's short-term incentive opportunity remains unchanged at 125% of his base compensation.
- For each of Messrs. Isom and Kerr, their target long-term incentive was reduced commensurately with the increases in base salary described above.

The compensation payable to all named executive officers, including Messrs. Isom and Kerr, remains limited by, and is in compliance with, the provisions of the CARES Act and related limitations imposed by the federal government. As a result, the named executive officers, including Messrs. Isom and Kerr, are ineligible to receive any increase in overall compensation until these restrictions and limitations expire.

---

## 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 28, 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 28, 2022

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