

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name American Airlines Group Inc.		2 Issuer's employer identification number (EIN) 75-1825172	
3 Name of contact for additional information James Fitzgerald	4 Telephone No. of contact (888) 285-9438 (440) 389-7498 (Toll)	5 Email address of contact http://www.amrcaseinfo.com/contact.php	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4333 Amon Carter Boulevard		7 City, town, or post office, state, and Zip code of contact Fort Worth, TX 76155	
8 Date of action See attached statement		9 Classification and description Common Stock and Mandatorily Convertible Preferred Stock	
10 CUSIP number See attached statement	11 Serial number(s) See attached statement	12 Ticker symbol AAMRQ/AAL	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On December 9, 2013, pursuant to the confirmed bankruptcy plan of AMR Corporation ("AMR") and certain of its subsidiaries (the "Bankruptcy Plan"), the then common shareholders of AMR and certain employees of American Airlines, Inc. ("AA") received new common stock of AMR, and claimants of AMR and its subsidiaries (including AA) received shares of mandatorily convertible preferred stock ("MCPS") of AMR, which immediately thereafter changed its name to American Airlines Group Inc. ("AAG") (together, the "Emergence Transactions"). Then, on January 8, 2014, February 7, 2014, March 9, 2014 and April 8, 2014, the MCPS was mandatorily converted into AAG common stock, and additional distributions of AAG common stock were made on or about such dates (together the "Conversion and Related Transactions"). See attached statement for details of these transactions.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attached statement.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attached statement.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **For AMR Corporation shareholders and holders of AMR Double Dip Claims (including Double Dip Claims that elected Single Dip status) that qualify as a security: IRC Sections 354(a), 358(a), 368(a) and 1036.**

For holders of other claims: IRC Sections 1001 and 1012 with regard to the exchange of claims for MCPS and Contingent Rights.

18 Can any resulting loss be recognized? ► **For AMR Corporation shareholders and holders of AMR Double Dip Claims (including Double Dip Claims that elected Single Dip status) that qualify as a security: No loss may be recognized.**

For holders of other claims: Loss may be recognized on the exchange of a claim for MCPS and Contingent Rights.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **The Emergence Transactions: The adjustment to basis would be taken into account in the tax year of the shareholder during which the Emergence occurred (e.g., 2013 for calendar year taxpayers).**

The Conversion Transactions: The adjustment to basis would be taken into account in the tax year of the shareholder during which each Conversion Transaction occurred (e.g., 2014 for calendar year taxpayers for each Conversion Transaction).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign
Here

Signature ►

Date ►

Print your name ► **James Fitzgerald**

Title ► **Chief Tax Officer**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Raffi Baroutjian

Preparer's signature



Date

05-27-2014

Check ☐ if
self-employed

PTIN

P01383238

Firm's name ► **Deloitte Tax, LLP**

Firm's EIN ►

86-1065772

Firm's address ► **30 Rockefeller Plaza, New York, NY 10112**

Phone no.

212-492-4000

American Airlines Group Inc.
EIN 75-1825172
Attachment to Form 8937

Form 8937, Line 8

December 9, 2013, January 8, 2014, February 7, 2014, March 9, 2014, April 8, 2014, April 10, 2014

Form 8937, Line 10

The CUSIP numbers for the stock issued by AMR Corporation (“AMR”), which immediately after the Recapitalization (defined below) changed its name to American Airlines Group Inc. (“AAG”), are 02376R102 for the common stock of AAG (the “AAG Common Stock”) and 02376R201 for the Mandatorily Convertible Preferred Stock of AAG (the “MCPS”). The CUSIP numbers for the AMR stock and debt obligations exchanged in the organizational action are set out below:

CUSIP Number	Security Description	Exchange Ratio (shares of MCPS per \$1,000 face amount, except as noted)
001765106	AMR Common Stock	See discussion for Line 14 below
001765866	AMR 7.875% Unsecured Note	1.17 (per share)
001765AC0	AMR 9% Debenture	48.71
001765AE6	AMR 10.2% Debenture	49.98
001765AG1	AMR 9.88% Senior Debenture	50.82
001765AK2	AMR 10% Debenture	49.35
001765AP1	AMR 9.75% Debenture	49.89
001765AQ9	AMR 9.8% Debenture	49.33
001765AU0	AMR 9% Debenture	49.24
001765BB1	AMR 4.5% Senior Note	44.34
001765BC9	AMR 6.25% Senior Note	45.66
00176LCF6	AMR 10.29% Unsecured Note	49.21
00176LCJ8	AMR 10.55% Unsecured Note	49.46
00176LCT6	AMR 10.125% Senior Note	49.05
00176LCU3	AMR 10.15% Senior Note	49.07
00176LDN8	AMR 9.2% Unsecured Note	48.35
00176LEB3	AMR 9.14% Senior Note	48.20

Form 8937, Line 14

The Emergence Transactions (December 9, 2013):

AMR Corporation Shareholders:

On December 9, 2013, pursuant to the Fourth Amended Joint Chapter 11 Plan of AMR and certain subsidiaries, dated September 23, 2013 (the "Bankruptcy Plan"), former holders of shares of AMR common stock received for each share of AMR common stock, (i) an initial distribution of approximately 0.0665 shares of AAG Common Stock, and (ii) a contingent right to receive additional shares of AAG Common Stock on or about January 8, 2014, February 7, 2014, March 9, 2014 and April 10, 2014. Former holders of convertible debt of AMR that elected to be treated under the Bankruptcy Plan as if they converted their debt into stock also received an initial distribution of shares of AAG Common Stock on an as-converted basis (i.e., approximately 0.0665 shares of AAG Common Stock for each as-converted share of AMR stock) and the contingent right to additional shares.

Double Dip claimants:

On December 9, 2013, pursuant to the Bankruptcy Plan, holders of general unsecured claims against AMR or certain of its subsidiaries that were guaranteed by American Airlines, Inc. ("AA") and general unsecured claims against AA or certain of its subsidiaries that were guaranteed by AMR ("Double Dip Claims") received shares of MCPS with a face amount equal to the allowed amount of their claims (including postpetition interest at the non-default rate), unless the Double Dip claimant elected to be treated as a Single Dip claimant. If the Double Dip claimant made such an election, it was treated in the manner described immediately below.

Single Dip claimants:

On December 9, 2013, pursuant to the Bankruptcy Plan, holders of general unsecured claims against AMR or its subsidiaries that were not Double Dip Claims, union claims or convenience claims ("Single Dip Claims") received (i) shares of MCPS with a face amount representing a portion of the allowed amount of their claims (including postpetition interest at the non-default rate), and (ii) a contingent right to receive additional shares of AAG Common Stock on or about April 9, 2014 (together with the contingent right received by former AMR shareholders, the "Contingent Rights").

AA Employees:

On December 9, 2013, pursuant to the Bankruptcy Plan, an initial number of shares of AAG Common Stock were distributed to or on behalf of certain union and non-union employees of AA.

The Conversion and Related Transactions (January 8, February 7, March 9, April 8, 2014, April 10, 2014):

Former AMR Shareholders:

Former holders of shares of AMR common stock who received an initial distribution of shares of AAG Common Stock on December 9, 2013 received, for each share of AMR common stock previously owned, a distribution of additional shares of AAG Common Stock on or about the dates and in the approximate amounts shown below:

January 8, 2014	0.1319 shares of AAG Common Stock
February 7, 2014	0.1750 shares of AAG Common Stock
March 9, 2014	0.1842 shares of AAG Common Stock
April 10, 2014.	0.1864 shares of AAG Common Stock

Thus, as of April 10, 2014, a former holder of shares of AMR common stock received cumulative distributions of approximately 0.7441 shares of AAG Common Stock for each former share of AMR common stock held.

Former holders of convertible debt of AMR that elected to be treated under the Bankruptcy Plan as if they converted their debt into stock also received distributions of shares of AAG Common Stock on the above dates on an as-converted basis.

All holders of MCPS:

Except for cases in which a share of MCPS was voluntarily converted as discussed below, a portion of all outstanding shares of MCPS was mandatorily converted into shares of AAG Common Stock on the dates and in the approximate amounts shown below:

January 8, 2014	0.9899 shares of AAG Common Stock
February 7, 2014	0.7722 shares of AAG Common Stock
March 9, 2014	0.7510 shares of AAG Common Stock
April 8, 2014	0.7549 shares of AAG Common Stock

The shares of MCPS could be voluntarily converted, in part, prior to the mandatory conversion dates, and some of the shares of MCPS were, in fact, voluntarily converted. Accordingly, the date of conversion and the conversion ratio on such dates would have been different than set out above.

Single Dip claimants:

On April 10, 2014, additional shares of AAG Common Stock were distributed to holders of Single Dip Claims and to holders of Double Dip Claims who elected to be treated as a Single Dip claimant. Single Dip claimants and electing Double Dip

claimants generally received 13.9448 shares of AAG Common Stock per \$1,000 of initial claims including all principal and accrued interest. Single Dip claimants and electing Double Dip claimants who held a DFW 1.5x unsecured special facility revenue bond claim instead received 6.7109 shares of AAG Common Stock per \$1000 of face value of initial claims.

AA Employees:

Additional shares of AAG Common Stock were distributed on behalf of various union and non-union employees of AA at the close of business on January 8, February 7, March 9 and April 10, 2014. Approximately 1.635 million shares were distributed to employees of AA on or about January 8, 2014, 1.2756 million shares were distributed on or about February 7, 2014, 1.2407 million shares were distributed on or about March 9, 2014 and 11.6628 million shares were distributed on or about April 10, 2014.

Summary of Consideration Received

Instrument	Shares of AAG Common Stock Issued initially	Contingent Right Shares/True up shares	Shares of MCPS issued initially	Shares of AAG Common Stock Received on Conversion
AMR common stock	Yes 12/9/13	Yes 1/8/14, 2/7/14 3/9/14, 4/10/14	No	No
Convertible Debt with Election to Convert	Yes 12/9/13	Yes 1/8/14, 2/7/14 3/9/14, 4/10/14	No	No
Double Dip claimants	No	No	Yes 12/9/13	Yes 1/8/14, 2/7/14 3/9/14, 4/8/14*
Single Dip claimants	No	Yes 4/10/14	Yes 12/9/13	Yes 1/8/14, 2/7/14 3/9/14, 4/8/14*
Employees of AA	Yes 12/9/13	Yes 1/8/14, 2/7/14 3/9/14, 4/10/14	No	No

* Note: The shares of MCPS could be voluntarily converted in part prior to the mandatory conversion dates, and some of the shares of MCPS were in fact voluntarily converted. Accordingly, the date of conversion and the conversion ratio on such dates would have been different than set out above.

Form 8937, Line 15

General Information:

AMR Stockholders:

The receipt of shares of AAG Common Stock by prior holders of shares of AMR common stock qualifies as a recapitalization for U.S. federal income tax purposes (the "Recapitalization"), which generally serves to defer the recognition of any gain or loss by the stockholder.

The aggregate tax basis of the shares of AAG Common Stock received by the former AMR stockholder (including additional shares received pursuant to the Contingent Rights) equals the aggregate adjusted tax basis of the shares of AMR common stock exchanged therefor.

AMR Convertible Debt Claims:

Holders of AMR convertible debt claims that elected to be treated as if they converted their debt into stock for purposes of the Bankruptcy Plan should not recognize any gain or loss as a result of the election (or the subsequent exchange of shares of AMR common stock for shares of AAG Common Stock).

The aggregate tax basis of the shares of AAG Common Stock received by the former holders of AMR convertible debt claims (including additional shares received pursuant to the Contingent Rights) equals the aggregate adjusted tax basis of the AMR convertible debt exchanged therefor, increased by any interest income taken into account in the exchange.

AMR Double Dip Claims that qualify as a security:

The receipt of shares of MCPS and/or AAG Common Stock (including the receipt of shares of AAG Common Stock pursuant to the Contingent Rights) by holders of Double Dip Claims as to which AMR is the primary obligor and which constituted a security of AMR (including such Double Dip claimants who elected to be treated as a Single Dip claimant) constituted a recapitalization for U.S. federal income tax purposes. The determination as to whether a claim constitutes a security is made separately for each class of AMR Double Dip Claim.

The classification as a recapitalization generally serves to defer the recognition of any gain or loss by the holder of the claim. Even within an otherwise tax-free recapitalization exchange, however, a claimant will have interest income to the extent of any exchange consideration allocable to accrued but unpaid interest not previously included in income.

Holders of Double Dip Claims should not recognize any gain or loss on the conversion of shares of MCPS into shares of AAG Common Stock.

The aggregate tax basis in the shares of AAG Common Stock received by former creditors of AMR whose claims constituted a security upon conversion of shares of MCPS (including shares of AAG Common Stock received pursuant to the Contingent Rights) equals the aggregate adjusted tax basis of the claim exchanged therefor, increased by any interest income taken into account in the exchange.

Other Double Dip Claims:

The receipt of shares of MCPS by holders of Double Dip Claims that were not securities of AMR constituted a fully taxable transaction. As a result, a holder will receive a cost basis in the shares of MCPS received equal to the fair market value at issuance on December 9, 2013.

Holders of Double Dip Claims should not recognize any gain or loss on the conversion of shares of MCPS into shares of AAG Common Stock.

The aggregate tax basis in the shares of AAG Common Stock received by former holders of Double Dip Claims that did not constitute a security upon conversion of shares of MCPS equals the fair market value of the shares of MCPS at issuance.

The Company has determined that the fair market value of a share of MCPS at issuance equals \$25.675.

Single Dip Claims:

The receipt of shares of MCPS and Contingent Rights by holders of Single Dip Claims (not including Double Dip claimants that held securities but elected to be treated as Single Dip claimants) constituted a fully taxable transaction. As a result, a holder of Single Dip Claims generally will receive a cost basis in the shares of MCPS and the Contingent Rights equal to their fair market value at issuance on December 9, 2013.

Holders of Single Dip Claims should not recognize any gain or loss on the conversion of shares of MCPS into shares of AAG Common Stock. The aggregate tax basis in the shares of AAG Common Stock received by former holders of Single Dip Claims upon conversion of shares of MCPS equals the fair market value of the shares of MCPS at issuance. The Company has determined that the fair market value of a share of MCPS at issuance equals \$25.675.

There is substantial uncertainty regarding the characterization of Contingent Rights in a taxable exchange. One view is that a holder of a Single Dip Claim generally should not recognize gain or loss upon the distribution of shares of AAG Common Stock on April 10, 2014 pursuant to the Contingent Rights. Under this view, such a holder's aggregate tax basis in the shares of AAG Common Stock received generally should

equal the holder's tax basis in the Contingent Rights. Alternatively, a holder of a Single Dip Claim may be required to recognize gain or loss upon the distribution of shares of AAG Common Stock on April 10, 2014 pursuant to the Contingent Rights. Under this alternative, the aggregate tax basis in the shares of AAG Common Stock received by such a holder pursuant to the Contingent Rights should equal the fair market value of the shares of AAG Common Stock at issuance on April 10, 2014.

AA Employees:

Shares of AAG Common Stock distributed on behalf of union and non-union employees of AA on December 9, 2013 represented taxable compensation to the employee who ultimately received the stock in question. The aggregate basis of the shares of AAG Common Stock received on that date is equal to the amount of compensation income taxable to the employee on that date.

Additional shares of AAG Common Stock that was distributed on behalf of union and non-union employees of AA on or about January 8, 2014, February 7, 2014, March 9, 2014 and April 10, 2014 also represented taxable compensation to the employee who ultimately received the stock in question. The aggregate basis of the shares of AAG Common Stock received on each distribution date is equal to the amount of compensation income taxable to the employee with respect to each distribution.

Further information:

Further discussion of the tax consequences of the Emergence, Conversion, and Related Transactions can be found in the Disclosure Statement dated June 6, 2013 for AMR. A copy of this document is available at the American Airlines web site, under the heading "Disclosure Schedule" at the bottom of the page at the following internet address: <http://phx.corporate-ir.net/phoenix.zhtml?c=117098&p=irol-IRHome>

Form 8937, Line 16

AMR Stockholders:

Where one share of AAG Common Stock is received in exchange for more than one share of AMR common stock (including shares of AAG Common Stock received on December 9, 2013 and the additional distributions thereafter pursuant to the Contingent Rights), then the basis of the shares of AMR stock surrendered must be allocated to the shares of AAG Common Stock (or allocable portions thereof) received in a manner that reflects, to the greatest extent possible, the basis of the shares of AMR stock that were acquired on the same date and at the same price. To the extent that it is not possible to allocate the adjusted tax basis in this manner, the adjusted tax basis in the shares of AMR stock surrendered must be allocated to the shares of AAG Common Stock (or allocable portions thereof) received in a manner

that minimizes the disparity in the holding periods of the shares of AMR stock whose basis is allocated to any particular share of the AAG Common Stock received.

AMR Convertible Debt Claims:

The aggregate tax basis of the shares of AAG Common Stock received by the former holders of AMR convertible debt claims that elected to be treated as if they converted their debt into stock for purposes of the Bankruptcy Plan (including shares of AAG Common Stock received pursuant to the Contingent Rights) equals the aggregate adjusted tax basis of the AMR convertible debt exchanged therefor, increased by any interest income taken into account in the exchange.

AMR Double Dip Claims that qualify as a security:

The aggregate tax basis in the shares of AAG Common Stock received by creditors of for which AMR is the primary obligor and which constituted a security of AMR (including those that elected Single Dip status) upon conversion of shares of MCPS (including shares of AAG Common Stock received pursuant to the Contingent Rights) equals the aggregate adjusted tax basis of the claim exchanged therefor, increased by any interest income taken into account in the exchange.

Other Double Dip Claims:

The aggregate tax basis in the shares of AAG Common Stock received by former holders of Double Dip Claims that did not constitute a security upon conversion of shares of MCPS equals the fair market value of the shares of MCPS at issuance.

The Company has determined that the fair market value of a share of MCPS at issuance equals \$25.675.

Single Dip Claims:

The aggregate tax basis in the shares of AAG Common Stock received by former holders of Single Dip Claims (not including Double Dip claimants that held securities but elected to be treated as Single Dip claimants) upon conversion of shares of MCPS equals the fair market value of the shares of MCPS at issuance. The Company has determined that the fair market value of a share of MCPS at issuance equals \$25.675.

There is substantial uncertainty regarding the characterization of Contingent Rights in a taxable exchange. If a holder of a Single Dip Claim is not required to recognize gain or loss upon the distribution of shares of AAG Common Stock on April 10, 2014 pursuant to the Contingent Rights, then such a holder's aggregate tax basis in the shares of AAG Common Stock received generally should equal the holder's basis in

the Contingent Rights. Alternatively, if a holder of a Single Dip Claim is required to recognize gain or loss upon the distribution of shares of AAG Common Stock on April 10, 2014 pursuant to the Contingent Rights, then the aggregate tax basis in the shares of AAG Common Stock received by a former holder of Single Dip Claims pursuant to the Contingent Rights should equal the fair market value of the shares of AAG Common Stock at issuance on April 10, 2014. Generally, the fair market value of a publicly traded stock on a given day equals the average of the high and low quoted price for the day (for AAG stock on 4/10/2014 - \$37.38 and \$34.60, which is \$35.99).

AA Employees:

The basis of the shares of AAG Common Stock received by employees of AA equals the amount of compensation income taxable to the employee on that date. Because the company may have determined the fair market value on a slightly different basis than suggested above, the amount reported as compensation to the employee should control for the purposes of stock received by employees of AA.