

**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): **March 2, 2024**

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

(Exact name of registrant as specified in its charter)

**Delaware  
Delaware**

**1-8400  
1-2691**

**75-1825172  
13-1502798**

(State or other Jurisdiction of Incorporation)

(Commission File Number)

(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**

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On March 2, 2024, American Airlines, Inc. (“American”) entered into definitive agreements with Airbus S.A.S. to purchase 85 Airbus A321neo aircraft, with options to purchase up to an additional 75 A321neo aircraft. Additionally, on March 4, 2024, American entered into definitive agreements with The Boeing Company to purchase 85 Boeing 737 MAX 10 aircraft, with options to purchase up to an additional 75 737 MAX 10 aircraft. In addition to its order of incremental aircraft, American converted 30 of its existing firm orders for 737 MAX 8 aircraft into firm orders for 737 MAX 10 aircraft. The order of Airbus A321neo aircraft extends American’s existing delivery stream of A321neo aircraft, with deliveries under the new order expected to commence in 2027 and continue into the next decade. American anticipates commencing Boeing 737 MAX 10 deliveries later this decade, with deliveries expected to continue into the next decade.

**ITEM 7.01. REGULATION FD DISCLOSURE.**

On March 4, 2024, American issued a press release announcing its entry into the aircraft purchase arrangements described in Item 1.01 above, as well as the entry into a definitive agreement with Embraer S.A. for the purchase of 90 Embraer 175 regional aircraft, with purchase rights for an additional 43 Embraer 175 aircraft. Deliveries of Embraer 175 aircraft under the new order are scheduled to commence in 2025 and to continue through the end of the decade. The Embraer 175 aircraft will be operated by American’s wholly owned regional affiliates. The orders are part of American’s continued investment to expand premium seats across its narrowbody and regional fleets and support the long-term strength of the airline’s domestic and short-haul international networks. After giving effect to these orders, American expects to remain within its previously announced guidance for capacity and capital expenditures. The press release announcing these orders is furnished as Exhibit 99.1 to this report.

After taking into account the orders described in Item 1.01 and this Item 7.01, American has definitive purchase agreements for the acquisition of the following new aircraft:

	2024	2025	2026	2027	2028	2029 and Thereafter	Total
<b>Airbus</b>							
A320neo Family	3	16	21	31	14	64	149
<b>Boeing</b>							
737 MAX Family	20	14	10	—	20	95	159
787 Family	6	5	4	5	5	5	30
<b>Embraer</b>							
175	12	12	18	15	15	30	102
Total	41	47	53	51	54	194	440

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

The information in this Item 7.01 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, 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 Annual Report on Form 10-K for the year ended December 31, 2023 (especially in Part I, Item 1A. Risk Factors and Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations), and other risks and uncertainties listed from time to time in the Company’s other filings with the Securities and Exchange Commission. 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
99.1	<a href="#">Press Release, dated March 4, 2024.</a>
104.1	Cover page interactive data file (embedded within the Inline XBRL document).

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## 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: March 5, 2024

By: /s/ Devon E. May  
Devon E. May  
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: March 5, 2024

By: /s/ Devon E. May  
Devon E. May  
Executive Vice President and  
Chief Financial Officer

**PRESS RELEASE**

Corporate Communications  
[mediarelations@aa.com](mailto:mediarelations@aa.com)

Investor Relations  
[investor.relations@aa.com](mailto:investor.relations@aa.com)

**FOR RELEASE:** Monday, March 4, 2024

**American Airlines places orders for Airbus, Boeing and Embraer aircraft**

- American orders 85 Airbus A321neo, 85 Boeing 737 MAX 10 and 90 Embraer E175 aircraft.
- Orders enable American to upgauge aircraft on domestic and short-haul international routes and offer more premium seats than any other U.S. airline.
- American expects to remain within its previously announced guidance for capacity and capital expenditures inclusive of the aircraft orders.
- With growing customer demand for a premium travel experience, American will retrofit its A319 and A320 fleets beginning in 2025, increasing the number of domestic first class seats on each aircraft.
- Narrowbody orders complement existing orders of Boeing 787-9 and Airbus A321XLR long-haul aircraft.

**FORT WORTH, Texas** — American Airlines today announced orders for 260 new aircraft, including 85 Airbus A321neo, 85 Boeing 737 MAX 10 and 90 Embraer E175 aircraft. The orders also include options and purchase rights for an additional 193 aircraft. As part of the Boeing order, American has upgauged 30 existing 737 MAX 8 orders to 737 MAX 10 aircraft.

The orders are part of American's continued investment to expand premium seats across its narrowbody and regional fleets and support the long-term strength of the airline's domestic and short-haul international network.

"Over the past decade, we have invested heavily to modernize and simplify our fleet, which is the largest and youngest among U.S. network carriers," said American's CEO Robert Isom. "These orders will continue to fuel our fleet with newer, more efficient aircraft so we can continue to deliver the best network and record-setting operational reliability for our customers."

Since 2014, American has taken delivery of more than 600 mainline and regional aircraft. With this announcement, American has 440 aircraft on order, extending its aircraft order book into the next decade so the airline can continue to meet the growing demand for air travel.

"We are very pleased to continue our longstanding partnerships with Airbus, Boeing and Embraer with these orders," said American's Chief Financial Officer Devon May. "As we look into the next decade, American will have a steady stream of new aircraft alongside a balanced level of capital investment, which will allow us to expand our network and deliver for our shareholders."

## **Measured narrowbody fleet growth**

The aircraft orders support American's measured growth into the next decade and smooth the delivery schedule in the coming years. Accounting for these orders, American expects to remain within its previously announced guidance for capacity and capital expenditures.

For the past decade, the A321 and A321neo aircraft have flown American's customers across the U.S. and to short-haul international destinations. American continues to be the largest single-carrier operator in the world of A320 family aircraft.

"The continued investment in the A321neo is a testament to the unprecedented value of the world's most versatile and capable single-aisle aircraft," said Benoît de Saint-Exupéry, EVP Sales, Commercial Aircraft, Airbus. "For nearly two decades, American Airlines has used its A320 family of aircraft, some of which have been produced in the U.S. in Mobile, Alabama, to grow its domestic and short-haul international network and provide an exceptional experience for its passengers and crews."

American is planning for the future with the new order of 737 MAX 10s and looks forward to certification of the aircraft. The airline currently operates the 737 MAX 8 and the addition of the 737 MAX 10 will allow American to continue to upgauge its fleet and provide more flexibility across its network.

"We deeply appreciate American Airlines' trust in Boeing and its confidence in the 737 MAX family. American's selection of the 737-10 will provide even greater efficiency, commonality and flexibility for its global network and operations," said Stan Deal, president and CEO of Boeing Commercial Airplanes. "Our team here at Boeing is committed to delivering on this new order and supporting American's strategic growth with one of the industry's largest and most modern fleets."

## **Upgauged regional fleet**

American is focused on bringing larger, dual-class regional aircraft into its fleet, which will continue to drive connectivity from smaller markets to the rest of the airline's global network. The airline expects to retire all of its 50-seat single-class regional jets by the end of the decade and will continue to serve small and medium-size markets with larger regional jets.

Dual-class regional jets with premium seating, high-speed satellite Wi-Fi and in-seat power are expected to make up American's entire regional fleet upon completion of the Embraer E175 deliveries. The new E175 aircraft will be operated by American's wholly owned regional carriers.

"The E175 is truly the backbone of the U.S. aviation network, connecting all corners of the country," said Arjan Meijer, CEO of Embraer Commercial Aviation. "One of the world's most successful aircraft programs, the E175 was upgraded with a series of modifications that improved fuel burn by 6.5%. This modern, comfortable, reliable and efficient aircraft continues to deliver the connectivity the U.S. depends on day after day. This represents American's largest-ever single order of E175s, and we thank American for its continued trust in our products and people."

## **Enhancements to existing aircraft**

To serve customers' growing demand for a premium travel experience, American will be retrofitting its A319 and A320 aircraft beginning in 2025. The retrofit will refresh the interior with power at every seat, larger overhead bins and new seats with updated trim and finish.

American's A319 fleet will be outfitted with more premium seats for a total of 12 domestic first class seats. The A320 fleet retrofits will increase the aircraft's domestic first class seat count to 16.

With the planned refresh of existing aircraft and the expected deliveries of new aircraft, premium seating in American's fleet is expected to grow by more than 20% by 2026.

### **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](https://news.aa.com) and connect with American [@AmericanAir](https://www.instagram.com/AmericanAir) and at [Facebook.com/AmericanAirlines](https://www.facebook.com/AmericanAirlines).

### **Cautionary statement regarding forward-looking statements and information**

Certain of the statements contained in this release should be considered 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, 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 Annual Report on Form 10-K for the year ended December 31, 2023 (especially in Part I, Item 1A. Risk Factors and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations), and other risks and uncertainties listed from time to time in the company's other filings with the Securities and Exchange Commission. 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.

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