

**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): June 9, 2014

**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.)

4333 Amon Carter Blvd., Fort Worth, Texas
4333 Amon Carter Blvd., 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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On June 9, 2014, American Airlines Group Inc. (“American”) announced via press release certain traffic statistics for May 2014. A copy of American’s press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated June 9, 2014.

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: June 9, 2014

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: June 9, 2014

By: /s/ Derek J. Kerr

Derek J. Kerr

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, June 9, 2014.

**PRESS RELEASE**

Investor Relations
817-931-3423
Investor.Relations@aa.com

FOR RELEASE: Monday, June 9, 2014

AMERICAN AIRLINES GROUP REPORTS MAY TRAFFIC RESULTS

FORT WORTH, Texas – American Airlines Group (NASDAQ: AAL) today reported May 2014 and year-to-date traffic results.

American Airlines Group's total revenue passenger miles (RPMs) for the month were 19.2 billion, up 2.1 percent versus May 2013. Total capacity was 22.9 billion available seat miles (ASMs), up 2.4 percent versus May 2013. Total passenger load factor was 84.0 percent for the month of May, down 0.3 points versus May 2013.

Based on two months of actual data and one month of forecast, the Company expects its second quarter 2014 consolidated passenger revenue per available seat mile (PRASM) to be up approximately 5 percent to 7 percent versus the same period last year.

The following summarizes American Airlines Group traffic results for the month and year-to-date ended May 31, 2014 and 2013, consisting of mainline-operated flights, wholly owned regional subsidiaries and operating results from capacity purchase agreements.

The Company believes it is more meaningful to compare year-over-year results for American Airlines and US Airways on a combined basis. Accordingly, the traffic results provided above and in the enclosed table combine the traffic results for AMR Corporation and US Airways Group for all periods presented.



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American Airlines Group Traffic Results

	2014	May (a) 2013	Change	2014	Year to Date (a) 2013	Change
Revenue Passenger Miles (000)						
Domestic	10,973,275	10,794,427	1.7%	51,662,066	50,625,870	2.0%
Atlantic	2,882,454	2,834,705	1.7%	10,654,907	10,226,665	4.2%
Latin America	2,712,419	2,559,461	6.0%	14,069,250	13,564,733	3.7%
Pacific	661,372	725,346	(8.8)%	2,914,212	3,045,429	(4.3)%
International	6,256,245	6,119,512	2.2%	27,638,369	26,836,827	3.0%
Mainline	17,229,520	16,913,939	1.9%	79,300,435	77,462,697	2.4%
Regional	1,973,689	1,903,178	3.7%	8,903,192	8,683,881	2.5%
Total Revenue Passenger Miles	<u>19,203,209</u>	<u>18,817,117</u>	2.1%	<u>88,203,627</u>	<u>86,146,578</u>	2.4%
Available Seat Miles (000)						
Domestic	12,567,024	12,481,290	0.7%	60,721,056	60,015,280	1.2%
Atlantic	3,606,605	3,382,445	6.6%	14,107,386	13,126,988	7.5%
Latin America	3,556,897	3,173,015	12.1%	18,426,181	17,039,999	8.1%
Pacific	754,107	857,607	(12.1)%	3,553,824	3,802,600	(6.5)%
International	7,917,609	7,413,067	6.8%	36,087,391	33,969,587	6.2%
Mainline	20,484,633	19,894,357	3.0%	96,808,447	93,984,867	3.0%
Regional	2,388,121	2,432,477	(1.8)%	11,298,689	11,535,494	(2.1)%
Total Available Seat Miles	<u>22,872,754</u>	<u>22,326,834</u>	2.4%	<u>108,107,136</u>	<u>105,520,361</u>	2.5%
Load Factor (%)						
Domestic	87.3	86.5	0.8pts	85.1	84.4	0.7pts
Atlantic	79.9	83.8	(3.9)pts	75.5	77.9	(2.4)pts
Latin America	76.3	80.7	(4.4)pts	76.4	79.6	(3.2)pts
Pacific	87.7	84.6	3.1pts	82.0	80.1	1.9pts
International	79.0	82.6	(3.6)pts	76.6	79.0	(2.4)pts
Mainline	84.1	85.0	(0.9)pts	81.9	82.4	(0.5)pts
Regional	82.6	78.2	4.4pts	78.8	75.3	3.5pts
Total Load Factor	84.0	84.3	(0.3)pts	81.6	81.6	— pts
Enplanements						
Mainline	12,721,839	12,436,220	2.3%	59,787,346	58,661,519	1.9%
Regional	4,625,805	4,437,038	4.3%	20,717,345	20,256,844	2.3%
Total Enplanements	<u>17,347,644</u>	<u>16,873,258</u>	2.8%	<u>80,504,691</u>	<u>78,918,363</u>	2.0%
System Cargo Ton Miles (000)	204,983	192,629	6.4%	961,645	867,688	10.8%

(a) Represents the combined traffic results of American and US Airways.

Notes:

- 1) Canada, Puerto Rico and U.S. Virgin Islands are included in the domestic results.
- 2) Latin America numbers include the Caribbean.
- 3) Regional includes wholly owned subsidiaries and operating results from capacity purchase carriers.

About American Airlines Group

American Airlines Group (NASDAQ: AAL) is the holding company for American Airlines and US Airways. Together with wholly owned and third-party regional carriers operating as American Eagle and US Airways Express, the airlines operate an average of nearly 6,700 flights per day to 339 destinations in 54 countries from its hubs in Charlotte, Chicago, Dallas/Fort Worth, Los Angeles, Miami, New York, Philadelphia, Phoenix and Washington, D.C. The American Airlines AAdvantage and US Airways Dividend Miles programs allow members to earn miles for travel, vacation packages, car rentals, hotel stays and everyday purchases. Members of both programs can redeem miles for tickets as well as upgrades to First Class and Business Class. In addition, AAdvantage members can redeem miles for vacation packages, car rentals, hotel stays and retail products. American is a founding member of the oneworld alliance, whose members and members-elect serve nearly 1,000 destinations with 14,250 daily flights to 150 countries. Connect with American on Twitter @AmericanAir and at Facebook.com/AmericanAirlines and follow US Airways on Twitter @USAirways and at Facebook.com/USAirways.

Cautionary Statement Regarding Forward-Looking Statements and Information

This document includes forward-looking statements within the meaning of 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 expected increase in PRASM, and other statements that are not historical facts. These forward-looking statements are based on the current objectives, beliefs and expectations of American Airlines Group Inc. (formerly named AMR Corporation) (the “Company”), 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. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: significant operating losses in the future; downturns in economic conditions that adversely affect the Company’s business; the impact of continued periods of high volatility in fuel costs, increased fuel prices and significant disruptions in the supply of aircraft fuel; competitive practices in the industry, including the impact of low cost carriers, airline alliances and industry consolidation; the challenges and costs of integrating operations and realizing anticipated synergies and other benefits of the merger transaction with US Airways Group, Inc.; the Company’s substantial indebtedness and other obligations and the effect they could have on the Company’s business and liquidity; an inability to obtain sufficient financing or other capital to operate successfully and in accordance with the Company’s current business plan; increased costs of financing, a reduction in the availability of financing and fluctuations in interest rates; the effect the Company’s high level of fixed obligations may have on its ability to fund general corporate requirements, obtain additional financing and respond to competitive developments and adverse economic and industry conditions; the Company’s significant pension and other post-employment benefit funding obligations; the impact of any failure to comply with the covenants contained in financing arrangements; provisions in credit card processing and other commercial

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agreements that may materially reduce the Company's liquidity; the limitations of the Company's historical consolidated financial information, which is not directly comparable to its financial information for prior or future periods; the impact of union disputes, employee strikes and other labor-related disruptions; any inability to maintain labor costs at competitive levels; interruptions or disruptions in service at one or more of the Company's hub airports; any inability to obtain and maintain adequate facilities, infrastructure and slots to operate the Company's flight schedule and expand or change its route network; the Company's reliance on third-party regional operators or third-party service providers that have the ability to affect the Company's revenue and the public's perception about its services; any inability to effectively manage the costs, rights and functionality of third-party distribution channels on which the Company relies; extensive government regulation, which may result in increases in the Company's costs, disruptions to the Company's operations, limits on the Company's operating flexibility, reductions in the demand for air travel, and competitive disadvantages; the impact of the heavy taxation to which the airline industry is subject; changes to the Company's business model that may not successfully increase revenues and may cause operational difficulties or decreased demand; the loss of key personnel or inability to attract and retain additional qualified personnel; the impact of conflicts overseas, terrorist attacks and ongoing security concerns; the global scope of the Company's business and any associated economic and political instability or adverse effects of events, circumstances or government actions beyond its control, including the impact of foreign currency exchange rate fluctuations and limitations on the repatriation of cash held in foreign countries; the impact of environmental regulation; the Company's reliance on technology and automated systems and the impact of any failure of these technologies or systems; challenges in integrating the Company's computer, communications and other technology systems; costs of ongoing data security compliance requirements and the impact of any significant data security breach; losses and adverse publicity stemming from any accident involving any of the Company's aircraft or the aircraft of its regional or codeshare operators; delays in scheduled aircraft deliveries, or other loss of anticipated fleet capacity, and failure of new aircraft to perform as expected; the Company's dependence on a limited number of suppliers for aircraft, aircraft engines and parts; the impact of changing economic and other conditions beyond the Company's control, including global events that affect travel behavior such as an outbreak of a contagious disease, and volatility and fluctuations in the Company's results of operations due to seasonality; the effect of a higher than normal number of pilot retirements and a potential shortage of pilots; the impact of possible future increases in insurance costs or reductions in available insurance coverage; the effect of several lawsuits that were filed in connection with the merger transaction with US Airways Group, Inc. and remain pending; an inability to use NOL carryforwards; any impairment in the amount of goodwill the Company recorded as a result of the application of the acquisition method of accounting and an inability to realize the full value of the Company's and American Airlines' respective intangible or long-lived assets and any material impairment charges that would be recorded as a result; price volatility of the Company's common stock; delay or prevention of stockholders' ability to change the composition of the Company's board of directors and the effect this may have on takeover attempts that some of the Company's stockholders might consider beneficial; the effect of provisions of the Company's Certificate of Incorporation and Bylaws that limit foreign owners' ability to vote and own its equity interests, including its common stock, its preferred stock and



convertible notes; the effect of limitations in the Company's Certificate of Incorporation on acquisitions and dispositions of its common stock designed to protect its NOL carryforwards and certain other tax attributes, which may limit the liquidity of its common stock; and other economic, business, competitive, and/or regulatory factors affecting the Company's business, including those set forth in the Company's filings with the SEC, especially in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's quarterly report on Form 10-Q for the period ended March 31, 2014, current reports on Form 8-K and other SEC filings. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. 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 except as required by law.

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