
**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): April 25, 2017

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 CERTAIN OFFICERS, ELECTION OF DIRECTORS, APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Compensatory Arrangements of Certain Officers

On April 25 2017, at their request, Robert D. Isom, Jr., Elise Eberwein, Stephen L. Johnson and Derek J. Kerr (the "Executives") entered into letter agreements (each, a "Letter Agreement") with American Airlines Group Inc. (the "Company") voluntarily terminating their Executive Change in Control and Severance Benefits Agreement (each, a "Change in Control Agreement"). These legacy Change in Control Agreements were originally entered into as of November 28, 2007 (or March 16, 2009 in the case of Mr. Johnson) and assumed by the Company on December 9, 2013. As a result of the Executives' voluntary termination of their Change in Control Agreements, none of the Company's executive officers are now contractually entitled to any cash severance or continued health benefits upon any termination, nor is the Company contractually obligated to provide a gross-up to cover any excise taxes incurred by any executive officer under Section 4999 of the Internal Revenue Code of 1986, as amended.

The foregoing description of the material terms of the Letter Agreement is qualified in its entirety by the form of Letter Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
10.1	Form of Letter Agreement dated April 25, 2017 between the Company and each Executive

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: May 1, 2017

By: /s/ Stephen L. Johnson
Stephen L. Johnson
Executive Vice President, Corporate Affairs

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: May 1, 2017

By: /s/ Stephen L. Johnson
Stephen L. Johnson
Executive Vice President, Corporate Affairs

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Letter Agreement dated April 25, 2017 between the Company and each Executive



Form of Letter Agreement re:
Change in Control Agreement Termination

April 25, 2017

[Name]
c/o American Airlines Group Inc.
4333 Amon Carter Blvd.
Fort Worth, Texas 76155

Dear [Name]¹:

We make reference to the Executive Change in Control and Severance Benefits Agreement entered into as of []² among you, US Airways Group, Inc. and US Airways, Inc., as amended (the "Change in Control Agreement"), which Change in Control Agreement was assumed by American Airlines Group Inc. (the "Company") on December 9, 2013. Effective as of the date hereof, the Change in Control Agreement is terminated without any liability to any party thereto.

Please acknowledge your acceptance and consent to the terms described in this letter by signing below. You understand that these terms may not be amended or modified except in a writing signed by you and a representative of the Company duly authorized by the Compensation Committee or the Board of Directors.

Regards,

American Airlines Group Inc.

By: _____

Name: W. Douglas Parker
Title: Chief Executive Officer

¹ Entered into by and between the Company and each of Elise Eberwein, Robert Isom, Stephen Johnson and Derek Kerr.

² Elise Eberwein, Robert Isom and Derek Kerr: November 28, 2007; Stephen Johnson: March 16, 2009.

ACKNOWLEDGED, ACCEPTED AND AGREED TO this 25th of April 2017.

[Name]

Signature Page to Letter Agreement re: Change in Control Agreement Termination