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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A
TENDER OFFER STATEMENT
(AMENDMENT NO. 1)
PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

RENO AIR, INC.
(NAME OF SUBJECT COMPANY)

BONANZA ACQUISITIONS, INC.
AND
AMERICAN AIRLINES, INC.
(BIDDERS)

COMMON STOCK, \$0.01 PAR VALUE
SERIES A CUMULATIVE CONVERTIBLE
EXCHANGEABLE PREFERRED STOCK \$0.001 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

759741101 AND 759741705
(CUSIP NUMBER OF CLASS OF SECURITIES)

ANNE H. MCNAMARA, ESQ.
GENERAL COUNSEL
AMERICAN AIRLINES, INC.
BONANZA ACQUISITIONS, INC.
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(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPY TO:
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DECEMBER 9, 1998

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This Amendment No. 1 to the Tender Offer Statement on Schedule 14D-1 (the "Statement") relates to the offer by Bonanza Acquisitions, Inc., a Nevada corporation ("Purchaser") and a wholly owned subsidiary of American Airlines, Inc., a Delaware corporation ("Parent"), a wholly owned subsidiary of AMR Corporation, to purchase all of the issued and outstanding shares of Common Stock, par value \$0.01 per share (the "Common Stock") and all of the issued and outstanding shares of Series A Cumulative Convertible Exchangeable Preferred Stock, par value \$0.001 per share (the "Preferred Stock"; and, together with the Common Stock, the "Shares"), of Reno Air, Inc., a Nevada corporation (the "Company"), at a price of \$7.75 per share of Common Stock and \$27.50 per share of Preferred Stock plus accrued and unpaid dividends (subject to reduction as provided in the Offer to Purchase (as hereinafter defined)), in each case net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase, dated November 24, 1998 (the "Offer to Purchase"), a copy of which is attached hereto as Exhibit (a)(1) and in the related Letters of Transmittal, copies of which are attached hereto as Exhibits (a)(2) and (a)(3) (which together constitute the "Offer"). Capitalized terms used but not defined herein have the meanings specified for such terms in the Offer to Purchase and the Statement.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(c) is hereby amended and supplemented as follows:

On December 8, 1998, at 11:59 p.m., the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the purchase of Common Shares pursuant to the Common Stock Offer, expired. Accordingly, the condition to the Offer requiring the expiration or early termination of such waiting period has been satisfied. A press release relating to the foregoing is filed as Exhibit (a)(11) to the Statement and is incorporated herein by reference.

ITEM 11. EXHIBITS

Item 11 of the Schedule 14D-1 is hereby amended by adding the following exhibits:

Exhibit No. (a)(11) Press Release issued by Parent and the Company on December 9, 1998.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 9, 1998

BONANZA ACQUISITIONS INC.

By: /s/ Charles D. MarLett

Name: Charles D. MarLett
Title: Corporate Secretary

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 9, 1998

AMERICAN AIRLINES, INC.

By: /s/ Charles D. MarLett

Name: Charles D. MarLett
Title: Corporate Secretary

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Contact: American Airlines
Corporate Communications
Fort Worth, Texas
817-967-1577

Joanne Smith
Reno Air
702-954-5000

FOR RELEASE: Wednesday, Dec. 9, 1998

AMERICAN AIRLINES' ACQUISITION OF RENO AIR
CLEARS FEDERAL ANTI-TRUST REVIEW

FORT WORTH, Texas -- American Airlines, Inc., a subsidiary of AMR Corp. (NYSE: AMR) and Reno Air, Inc. (NASDAQ: RENO; PCX: RNO) said today that the waiting period prescribed under the federal Hart-Scott-Rodino Antitrust Improvements Act of 1976, regarding the planned acquisition by American of Reno Air, expired at 11:59 p.m. on Tuesday, Dec. 8, 1998.

The condition to the tender offer by American's wholly owned subsidiary, Bonanza Acquisitions, Inc., to acquire Reno Air requiring the expiration or termination of such waiting period has been satisfied. The tender offer remains subject to further conditions.

The planned acquisition of Reno Air, which was announced by the two carriers on Nov. 19, will enhance American's overall network and strengthen its presence in the Western United States.

The merger agreement provides for a cash tender offer to acquire all of the outstanding common shares of Reno Air at \$7.75 per share. In addition, American will also tender for any and all of Reno's outstanding 9 percent Series A Cumulative Convertible Exchangeable Preferred Stock. The board of directors of Reno Air has unanimously recommended that stockholders tender their shares pursuant to the offer.

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Other AMR Corp. news releases can be accessed via the Internet
The address is <http://www.amrcorp.com/corpcomm.htm>