
**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): September 18, 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))
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Item 8.01. Other Events.

On September 18, 2014, American Airlines Group Inc. (“AAG”) issued a press release announcing its intention to commence a private offering of \$500 million aggregate principal amount of unsecured senior notes due 2019 (the “Notes”). As required by Rule 135c under the Securities Act of 1933, as amended, a copy of AAG’s press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On September 18, 2014, AAG disclosed the following information to potential investors in an offering memorandum prepared in connection with its offering of the Notes:

New Credit Facilities

American Airlines, Inc. (“American”) is currently contemplating entering into new secured credit facilities (the “New Credit Facilities”) with Citigroup Global Markets Inc. as the Lead Arranger and a group of lenders to be determined. The New Credit Facilities are currently anticipated to (a) consist of a term loan of \$1 billion and a revolving credit facility of \$800 million, (b) mature seven years (in the case of the term loan) and five years (in the case of the revolving credit facility) after they are entered into, (c) be guaranteed by AAG, US Airways Group and US Airways, (d) be secured by liens on certain route authorities, slots and foreign gate leaseholds and (e) generally include customary affirmative, negative and financial covenants, events of default and other terms. AAG anticipates that proceeds from borrowings under the New Credit Facilities would be used for general corporate purposes. The timing of any such transaction is uncertain, and there can be no assurance the New Credit Facilities will be consummated in the amounts or on the other terms described above or at all.

Revenue Bonds related to the Los Angeles International Airport

American has elected to exercise its option to reset the interest rate mode on approximately \$220 million aggregate principal amount of revenue bonds related to the Los Angeles International Airport, which triggered a mandatory tender of such bonds to take place on September 29, 2014; American intends to purchase such bonds, for its own account, upon the remarketing of such bonds on September 29, 2014.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release, dated September 18, 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: September 18, 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: September 18, 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, dated September 18, 2014 |

**PRESS RELEASE**

Corporate Communications
817-967-1577
mediarelations@aa.com

FOR IMMEDIATE RELEASE

**AMERICAN AIRLINES GROUP
ANNOUNCES PROPOSED OFFERING OF UNSECURED SENIOR NOTES**

FORT WORTH, Texas, September 18, 2014—American Airlines Group Inc. (the “Company”) today announced a proposed private offering of \$500 million aggregate principal amount of unsecured senior notes due 2019.

The Company intends to use the net proceeds from the offering for general corporate purposes.

The notes will be offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The notes will not be registered under the Securities Act or any other securities laws of any jurisdiction and will not have the benefit of any exchange offer or other registration rights. The notes may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the notes nor shall there be any sale of the notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This news release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Forward-Looking Statements

Certain of the statements contained or referred to herein, including those regarding the proposed offering of the notes, represent the Company’s expectations or beliefs concerning future events and should be considered “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of factors that could cause actual results to differ from the Company’s expectations, including but not limited to, factors described in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 and the Company’s other filings with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this release 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 such statements other than as required by law.

