

Copa Holdings, S.A.  
Form SC 13G/A  
February 13, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Copa Holdings, S.A.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

P31076105  
(CUSIP Number)

December 31, 2008  
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Investment Group, L.L.C.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  ..
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited liability company
5. SOLE VOTING POWER  
0
6. SHARED VOTING POWER  
1,183,277 shares
7. SOLE DISPOSITIVE POWER  
0
8. SHARED DISPOSITIVE POWER  
See Row 6 above.
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
..
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
Approximately 3.9%(1) as of December 31, 2008
12. TYPE OF REPORTING PERSON  
OO; HC

<sup>1</sup> Based on 30,416,440 outstanding shares of the Class A Common Stock of Issuer, as reported in the Issuer's Report of Foreign Issuer on Form 6-K as filed with the Securities and Exchange Commission on November 13, 2008.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group II, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		1,183,277 shares
	7.	SOLE DISPOSITIVE POWER
		0
	8.	SHARED DISPOSITIVE POWER
		See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.9%(2) as of December 31, 2008

12. TYPE OF REPORTING PERSON  
OO; HC

2 See footnote 1 above.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Limited Partnership
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited partnership
- |  |    |  |
|--|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. | SOLE VOTING POWER<br>0                       |
|  | 6. | SHARED VOTING POWER<br><br>1,183,277 shares  |
|  | 7. | SOLE DISPOSITIVE POWER<br>0                  |
|  | 8. | SHARED DISPOSITIVE POWER<br>See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES ..
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
Approximately 3.9%(3) as of December 31, 2008
  12. TYPE OF REPORTING PERSON  
PN; HC

3 See footnote 1 above.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Kenneth Griffin
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  ..
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen
- |  |                          |                        |
|--|--------------------------|------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5.                       | SOLE VOTING POWER<br>0 |
| 6.   | SHARED VOTING POWER      | 1,183,277 shares       |
| 7.   | SOLE DISPOSITIVE POWER   | 0                      |
| 8.   | SHARED DISPOSITIVE POWER | See Row 6 above.       |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES ..
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
Approximately 3.9%(4) as of December 31, 2008
  12. TYPE OF REPORTING PERSON  
IN; HC

4 See footnote 1 above.





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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Holdings II LP
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  ..
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware limited partnership
- |  |   |
|--|---|
| <p>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</p> | <p>5. SOLE VOTING POWER<br/>0</p> <p>6. SHARED VOTING POWER<br/>1,183,277 shares</p> <p>7. SOLE DISPOSITIVE POWER<br/>0</p> <p>8. SHARED DISPOSITIVE POWER<br/>See Row 6 above.</p> |
|--|---|
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  ..
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
Approximately 3.9%(5) as of December 31, 2008
  12. TYPE OF REPORTING PERSON  
PN; HC

5 See footnote 1 above.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Advisors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER  1,183,277 shares
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.9%(6) as of December 31, 2008

12. TYPE OF REPORTING PERSON  
OO; HC

6 See footnote 1 above.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER  1,183,277 shares
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.9%(7) as of December 31, 2008

12. TYPE OF REPORTING PERSON  
CO

7 See footnote 1 above.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Derivatives Trading Ltd.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  ..
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands company
- |  |                                  |  |
|--|----------------------------------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5.<br><br>6.<br><br>7.<br><br>8. | SOLE VOTING POWER<br>0<br><br>SHARED VOTING POWER<br>1,183,277 shares<br><br>SOLE DISPOSITIVE POWER<br>0<br><br>SHARED DISPOSITIVE POWER<br>See Row 6 above. |
|--|----------------------------------|--|
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES ..
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
Approximately 3.9%(8) as of December 31, 2008
  12. TYPE OF REPORTING PERSON  
CO

8 See footnote 1 above.





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Item 1(a) Name of Issuer: Copa Holdings, S.A.  
1(b) Address of Issuer's Principal Executive Offices:

Boulevard Costa del Este, Avenida Principal y Avenida de la Rotonda  
Urbanización Costa del Este  
Complejo Business Park, Torre Norte  
Parque Lefevre  
Panama City, Panama

Item 2(a) Name of Person Filing(2)  
Item 2(b) Address of Principal Business Office  
Item 2(c) Citizenship

Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company

Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company

Citadel Limited Partnership  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership

Kenneth Griffin  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
U.S. Citizen

Citadel Holdings II LP  
c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership

9Citadel Holdings Ltd., a Cayman Islands company ("CH"), is majority owned by Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. CKGSF and CH

do not have control over the voting or disposition of securities held by CEF. Citadel Derivatives Trading Ltd. (“CDT”) is majority owned by CLP Holdings LLC, a Delaware limited liability company (“CLPH”). CLPH does not have control over the voting or disposition of securities held by CDT.

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Citadel Advisors LLC  
c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company

Citadel Equity Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Derivatives Trading Ltd.  
c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

2(d) Title of Class of Securities:

Class A Common Stock, no par value.

2(e) CUSIP Number: P31076105

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;



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(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

CITADEL INVESTMENT GROUP, L.L.C.  
CITADEL INVESTMENT GROUP II, L.L.C.  
CITADEL LIMITED PARTNERSHIP  
KENNETH GRIFFIN  
CITADEL HOLDINGS II LP  
CITADEL ADVISORS LLC  
CITADEL EQUITY FUND LTD.  
CITADEL DERIVATIVES TRADING LTD.

(a) Amount beneficially owned:

1,183,277 shares

(b) Percent of Class:

Approximately 3.9%(10) as of December 31, 2008

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

See Item 4(a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.

10 See footnote 1 above.



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Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

\* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.



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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2009.

KENNETH GRIFFIN

CITADEL EQUITY FUND LTD.

By: /s/ John C. Nagel  
John C. Nagel, attorney-in-fact\*

By: Citadel Advisors LLC,  
its Portfolio Manager

CITADEL LIMITED PARTNERSHIP

By: Citadel Holdings II LP,  
its Sole Managing Member

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

CITADEL INVESTMENT GROUP II, L.L.C.

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

CITADEL HOLDINGS II LP

CITADEL DERIVATIVES TRADING LTD.

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: Citadel Advisors LLC,  
its Portfolio Manager

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

By: Citadel Holdings II LP,  
its Sole Managing Member

CITADEL ADVISORS LLC

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: Citadel Holdings II LP,  
its Sole Managing Member

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

By: /s/ John C.  
Nagel

John C. Nagel, Authorized Signatory

