

Edgar Filing: US AIRWAYS GROUP INC - Form 425

US AIRWAYS GROUP INC  
Form 425  
February 14, 2013

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Subject Company: US Airways Group, Inc.

Commission File No. 001-8444

**Denise Lynn**

Senior Vice President - People  
February 14, 2013

To American's Management Team:

Today's big news has special meaning for American's management team, both as leaders and as individuals. In the weeks and months ahead, we have a tremendous opportunity to once again show real leadership as we guide our people through change and towards a bright and successful future. As you talk with your people, you can help them understand that this merger will make the new American even stronger and more competitive, building on the solid foundation we have laid through our restructuring.

Our management team will also play a critical role in the process of planning the integration in partnership with our colleagues at US Airways and we expect to start that process right away. However, until the merger closes a process that is subject to regulatory and other approvals which we expect to take place in the third quarter of 2013 we will operate as separate companies with no immediate change to our operations. Our top priorities right now are to run a great airline, to take good care of our customers, our people and each other and to extend a hand of friendship to our new colleagues at US Airways.

At the same time, I'm sure you are wondering what the merger will mean for you personally and for your organization. Unfortunately, I don't have all of the answers for you right now. It is going to take some time to map out the integration plan and timeline, and more information will be shared along the way. What I do know is that there is reason to be optimistic about our future. A successful merger will create opportunities for our people, with all the benefits that come from being part of a competitive, successful company. This merger will blend the best of both airlines and build upon each of our strengths. I can also reassure you that we are committed to making sure American's management team is compensated appropriately for your efforts to bring about a successful restructuring and integration.

For our internationally-based management team members, any changes in your locations will be governed by the unique labor and legal framework of each country. Please refer to your local communications for more information.

I know that our company's restructuring has required extraordinary effort and personal sacrifice from our management team over the past year. We have worked long hours implementing new contracts, launching new products, redesigning our management structure, running the operation and helping people manage through a significant amount of change. And we will be called upon to apply ourselves with equal dedication and resourcefulness to making the merger a success.

You have my sincere appreciation for your loyalty and commitment to American Airlines and to the new American.

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### **Additional Information and Where To Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger transaction between AMR Corporation ( AMR ) and US Airways Group, Inc. ( US Airways ) will be submitted to the stockholders of US Airways for their consideration. AMR expects to file with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4 that will include a prospectus of AMR and a proxy statement of US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways' website at [www.usairways.com](http://www.usairways.com) or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR's website at [www.aa.com](http://www.aa.com) or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing [investor.relations@aa.com](mailto:investor.relations@aa.com).

US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

### **Cautionary Statement Regarding Forward-Looking Statements**

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, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on AMR and US Airways' current objectives, beliefs and expectations, 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: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes 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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