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US AIRWAYS GROUP INC  
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Subject Company: US Airways Group, Inc.

Commission File No. 001-8444

**Jim Ream**

Senior Vice President - Operations  
February 14, 2013

Dispatchers, Simulator Technicians, Ground School & Simulator Pilot Instructors,

Today, we are embarking on a new chapter in our history. The merger announced today positions us to be an industry leader built on a solid financial foundation. With a robust network around the world and a modern fleet, the new American will form the world's largest airline.

Throughout the restructuring process, our objective has remained to build an airline that brings value to our customers and financial stakeholders and creates opportunity for our people. And while sometimes difficult, the changes we've made in the restructuring process have allowed us to strengthen our operation, undertake fleet renewal efforts and begin the modernization of our airline. This progress gives us a strong foundation for a successful merger that will provide us the necessary momentum to reclaim our title as a premier global airline.

Together with our colleagues at US Airways, we'll have the edge we need to compete and win against carriers like Delta and United and other global carriers, putting us on a path to offer improved compensation and benefits for all our people.

In your day-to-day work, a lot of changes won't be evident in the immediate future. We'll continue operating as separate carriers, with separate operations, and the terms of your current Collective Bargaining Agreements will continue to apply. The CBAs will remain in place until we receive regulatory and US Airways stockholder approval on the merger and Bankruptcy Court approval of our Plan of Reorganization, which we expect will occur in the third quarter this year. At that point, the modifications to the CBAs contained in the MOU between American, US Airways and the TWU will become effective. The CBAs, as modified by the MOU, will then be in effect until new Joint Collective Bargaining Agreements (JCBA's) are reached covering the combined workgroups.

Until the merger closes, Tom will continue to serve as Chairman and CEO of American. Upon closing, Doug Parker, the current CEO of US Airways, will become the CEO of the combined company, and Tom will continue as Chairman of the Board through the first shareholders meeting of the new company.

I realize this is a lot of information to process at once, and I expect you'll have questions. To that end, we'll continue to provide additional information as it becomes available, and I would suggest visiting the new Jetnet for more on today's news, including answers to questions you may have and a look at what we expect in coming months.

If you take nothing else from this note, I hope you understand you'll be a crucial part of this merger. The hard work and commitment you've demonstrated through the past year will continue to serve us well through this transition. There will be more changes ahead, and it is imperative that we keep our eyes on the operation.

I appreciate your dedication to our airline, and look forward to continuing to work with you as we become the new American.

Sincerely,

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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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