

ALASKA AIR GROUP, INC.  
Form DEFA14A  
March 24, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant      Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Alaska Air Group, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 4, 2017.**

**Meeting Information**

**ALASKA AIR GROUP, INC.**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 10, 2017  
**Date:** May 4, 2017 **Time:** 2:00 PM Pacific  
Time

**Location:** Meeting live via the Internet-please visit  
[alk.onlineshareholdermeeting.com](http://alk.onlineshareholdermeeting.com).

The company will host the meeting live via the Internet. To attend the meeting via the Internet please visit [alk.onlineshareholdermeeting.com](http://alk.onlineshareholdermeeting.com) and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

*ALASKA AIR GROUP, INC.*

*P.O. BOX 68947*

*SEATTLE, WA 98168*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

PROXY STATEMENT AND FORM 10-K

#### How to View Online:

Have available the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)  
*BY* 1-800-579-1639
- 2) *TELEPHONE*:
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 20, 2017 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote By Internet:**

*Before The Meeting:*

Go to [www.proxyvote.com](http://www.proxyvote.com). Have available the information that is printed in the box marked by the arrow (located on the following page) and follow the instructions.

*During The Meeting:*

Go to [alk.onlineshareholdermeeting.com](http://alk.onlineshareholdermeeting.com). Have available the information that is printed in the box marked by the arrow (located on the following page) and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**The Board of Directors recommends a vote FOR all the nominees listed, a vote FOR Proposals 2, 4 and 5, 1 Year for Proposal 3, and a vote AGAINST Proposal 6.**

1. Election of Directors

**Nominees:**

1a. Patricia M. Bedient

1b. Marion C. Blakey

1c. Phyllis J. Campbell

1d. Dhiren R. Fonseca

1e. Jessie J. Knight, Jr.

1f. Dennis F. Madsen

1g. Helvi K. Sandvik

1h. J. Kenneth Thompson

1i. Bradley D. Tilden

1j. Eric K. Yeaman

2. Advisory vote to approve the compensation of the Company's Named Executive Officers.

3. Advisory vote to approve the frequency of the advisory vote to approve the compensation of the Company's Named Executive Officers.



4. Approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock.
  5. Ratification of the appointment of KPMG LLP as the Company's independent registered public accountants for the fiscal year 2017.
  6. Consider a stockholder proposal regarding changes to the Company's proxy access bylaw.
- NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

