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SABRE HOLDINGS CORP
Form S-3
March 26, 2002

As filed with the Securities and Exchange Commission on March 26, 2002
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
SABRE HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

75-2662240
(I.R.S. Employer Identification No.)

3150 SABRE DRIVE
SOUTHLAKE, TEXAS 76092
(682) 605-1000
(Address, including zip code, and telephone
number, including area code, of registrant's
principal executive offices)

JEFFERY M. JACKSON
EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER
AND TREASURER
3150 SABRE DRIVE
SOUTHLAKE, TEXAS 76092
(682) 605-1000
(Name, address, including zip code, and
telephone number, including area code,
of agent for service)

THE COMMISSION IS REQUESTED TO MAIL COPIES OF ALL ORDERS, NOTICES AND COMMUNICATIONS TO:

MARTIN B. MCNAMARA
GIBSON, DUNN & CRUTCHER LLP
2100 MCKINNEY AVE., SUITE 1100
DALLAS, TEXAS 75201
(214) 698-3100

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier

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effective registration statement for the same offering. /X/ REGISTRATION
NO. 333-32106

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) (3) (4) (5)	AMOUNT OF REGISTRATION FEE
CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE	-	-
PREFERRED STOCK, PAR VALUE \$.01 PER SHARE	-	-
WARRANTS TO PURCHASE CLASS A COMMON STOCK	-	-
STOCK PURCHASE CONTRACTS AND STOCK PURCHASE UNITS	-	-
DEBT SECURITIES	-	-
WARRANTS TO PURCHASE DEBT SECURITIES	-	-
Total	\$70,000,000	\$6,440

- (1) Also includes (i) such indeterminate number of shares of Class A Common Stock and shares of Preferred Stock as may be issued upon (a) conversion of or exchange for other shares of Preferred Stock or Debt Securities to the extent such other shares of Preferred Stock or Debt Securities provide for conversion into or exchange for shares of Class A Common Stock or Preferred Stock, or (b) exercise of any Warrants to purchase Class A Common Stock or Stock Purchase Contracts, (ii) such indeterminate principal amount of Debt Securities as may be issued upon (a) conversion of or exchange for shares of Preferred Stock or other Debt Securities to the extent such shares of Preferred Stock and other Debt Securities provide for conversion into or exchange for Debt Securities or (b) exercise of any Warrants to purchase Debt Securities and (iii) Stock Purchase Contracts which may be offered as part of Units of Stock Purchase Contracts and other Securities registered hereby.
- (2) Exclusive of accrued interest and dividends, if any, and estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).
- (3) Or, if any Debt Securities are issued at an Original Issue Discount, such greater amount as shall result in an aggregate public offering price not in excess of \$70,000,000.
- (4) In U.S. dollars or the equivalent thereof in one or more foreign currencies or currency units or composite currencies.
- (5) Proposed maximum offering price per unit not specified as to each

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class of Securities to be registered pursuant to General Instruction II-D of Form S-3.

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus also relates to securities registered pursuant to the prior registration statement.

THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3
REGISTRATION NO. 333-32106

Sabre Holdings Corporation (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (Registration No. 333-32106), as to which Amendment No. 1 was declared effective on April 18, 2000 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Sabre Holdings Corporation, certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southlake, State of Texas, on March 26, 2002.

SABRE HOLDINGS CORPORATION

By: /s/ Jeffery M. Jackson

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 Jeffery M. Jackson
 EXECUTIVE VICE PRESIDENT, CHIEF
 FINANCIAL OFFICER AND TREASURER

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

REGISTRANT OFFICERS AND DIRECTORS

SIGNATURE -----	TITLE -----	DATE -----
/s/ William J. Hannigan ----- William J. Hannigan	Chairman, President and Chief Executive Officer (Principal Executive Officer)	March 26, 2002
/s/ Jeffery M. Jackson ----- Jeffery M. Jackson	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 26, 2002
/s/ Royce S. Caldwell ----- Royce S. Caldwell	Director	March 26, 2002
/s/ David W. Dorman ----- David W. Dorman	Director	March 26, 2002
/s/ Paul C. Ely, Jr. ----- Paul C. Ely, Jr.	Director	March 26, 2002
/s/ Glenn W. Marschel, Jr. ----- Glenn W. Marschel, Jr.	Director	March 26, 2002
/s/ Bob L. Martin ----- Bob L. Martin	Director	March 26, 2002
/s/ Pamela B. Strobel ----- Pamela B. Strobel	Director	March 26, 2002
/s/ Mary Alice Taylor ----- Mary Alice Taylor	Director	March 26, 2002
/s/ Richard L. Thomas	Director	March 26, 2002

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Richard L. Thomas

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EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBITS -----
5.1	- Opinion of Gibson, Dunn & Crutcher LLP, Dallas, Texas, as to the validity of the securities being registered
23.1	- Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas (See Exhibit 5.1)
23.3	- Consent of Ernst & Young LLP, Dallas, Texas