

AMERICAN AIRLINES INC
Form 8-K
August 14, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 14, 2017

AMERICAN AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

1-2691
(Commission
File Number)

13-1502798
(IRS Employer
Identification No.)

4333 Amon Carter Blvd., Fort Worth, Texas
(Address of principal executive offices)

76155
(Zip Code)

Registrant's telephone number, including area code: (817) 963-1234

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On August 14, 2017, American Airlines, Inc. (the Company or American), Wilmington Trust Company, as trustee under certain pass through trusts newly formed by the Company (the Trustee) and as subordination agent, Wilmington Trust, National Association, as escrow agent (the Escrow Agent) under the Escrow Agreements (as defined below), and Wilmington Trust Company, as paying agent (the Paying Agent) under the Escrow Agreements, entered into a Note Purchase Agreement (the Note Purchase Agreement). The Note Purchase Agreement, subject to certain terms and conditions, provides for the future issuance by American of equipment notes (the Equipment Notes) in the aggregate principal amount of \$796,898,000 to be secured by (a) three Boeing 737-800 aircraft newly manufactured and scheduled for delivery to American from October 2017 to December 2017, (b) nine Boeing 737 MAX 8 aircraft newly manufactured and scheduled for delivery to American from September 2017 to April 2018, (c) three Boeing 787-9 aircraft newly manufactured and scheduled for delivery to American from November 2017 to February 2018 and (d) fifteen Embraer ERJ 175 LR aircraft delivered new to American from October 2015 to August 2016 (each, an Aircraft and, collectively, the Aircraft). Pursuant to the Note Purchase Agreement, the Trustee will enter into a Participation Agreement substantially in the form of the form of Participation Agreement (Form of Participation Agreement) attached as an exhibit to the Note Purchase Agreement and will purchase the Equipment Notes to be issued under an Indenture and Security Agreement substantially in the form of the form of Indenture and Security Agreement (Form of Indenture) attached as an exhibit to the Note Purchase Agreement (each, an Indenture and collectively, the Indentures) to be entered into by American and Wilmington Trust Company, as loan trustee (the Loan Trustee), with respect to each Aircraft.

Each Indenture contemplates the issuance of Equipment Notes in two series: Series AA, bearing interest at the rate of 3.35% per annum, and Series A, bearing interest at the rate of 3.60% per annum in the aggregate principal amount (once all the Equipment Notes have been issued) equal to \$544,644,000, in the case of Series AA Equipment Notes, and \$252,254,000, in the case of Series A Equipment Notes. The Equipment Notes will be purchased by the Trustee, using the proceeds from the sale of American Airlines Pass Through Certificates, Series 2017-2AA (the Class AA Certificates) and American Airlines Pass Through Certificates, Series 2017-2A (the Class A Certificates, and together with the Class AA Certificates, the Certificates and each series of the Certificates, a Class).

Pending the purchase of the Equipment Notes, the proceeds from the sale of the Certificates of each Class were placed in escrow by the Trustee pursuant to separate Escrow and Paying Agent Agreements, each dated as of August 14, 2017, among the Escrow Agent, the Paying Agent, Goldman Sachs & Co. LLC (Goldman Sachs), Credit Suisse Securities (USA) LLC (Credit Suisse) and Deutsche Bank Securities Inc. (Deutsche Bank), as representatives of the Underwriters (as defined below), and the Trustee (each, an Escrow Agreement and, collectively, the Escrow Agreements). The escrowed funds were deposited with Natixis S.A., a French *société anonyme*, acting through its New York Branch, as depositary (the Depositary) under a separate deposit agreement for each Class of Certificates, each dated as of August 14, 2017, between the Escrow Agent and the Depositary.

The interest on the Equipment Notes and the escrowed funds will be payable semiannually on April 15 and October 15 of each year, commencing on April 15, 2018. The principal payments on the Equipment Notes are scheduled for payment on April 15 and October 15 of each year, commencing on October 15, 2018. Final payments with respect to the Series AA Equipment Notes and the Series A Equipment Notes will be due on October 15, 2029. Maturity of the Equipment Notes may be accelerated upon the occurrence of certain events of default, including failure by American (in some cases after notice or the expiration of a grace period, or both) to make payments under the applicable Indenture when due or to comply with certain covenants, as well as certain bankruptcy events involving American. The Equipment Notes issued with respect to each Aircraft will be secured by a lien on such Aircraft and cross-collateralized by the other Aircraft financed pursuant to the Note Purchase Agreement.

The Certificates were registered for offer and sale pursuant to the Securities Act of 1933, as amended (the Securities Act), under American's shelf registration statement on Form S-3 (File No. 333-216167-01), (the Registration Statement). The Class AA Certificates and Class A Certificates were sold pursuant to the Underwriting Agreement,

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dated as of July 31, 2017, among Goldman Sachs, Credit Suisse and Deutsche Bank, as representatives of the underwriters named therein (the Underwriters), and American. The foregoing description of the Note Purchase Agreement and the other agreements and instruments is qualified in its entirety by reference to such agreements and instruments, copies of which are filed herewith as exhibits and are incorporated by reference

herein. For a more detailed description of such agreements and instruments entered into by American with respect to the Certificates, see the disclosure under the captions Description of the Certificates, Description of the Deposit Agreements, Description of the Escrow Agreements, Description of the Liquidity Facilities, Description of the Intercreditor Agreement, Description of the Equipment Notes and Underwriting contained in American's final Class AA and Class A Prospectus Supplement, dated as of July 31, 2017 (the Prospectus Supplement), to the Prospectus, dated as of February 22, 2017, filed with the Securities and Exchange Commission on August 3, 2017 pursuant to Rule 424(b) under the Securities Act, which disclosure is hereby incorporated herein by reference and is qualified in its entirety by reference to the relevant exhibit filed herewith.

This Current Report is also being filed for the purpose of filing as exhibits to the Registration Statement the documents listed in Item 9.01 below, which are hereby incorporated by reference in the Registration Statement.

Item 2.03 Creation of Direct Financial Obligation.

The information provided in Item 1.01 of this Form 8-K is hereby incorporated into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The Exhibit Index attached to this Current Report is hereby incorporated by reference. The documents listed on the Exhibit Index are filed as Exhibits with reference to the Registration Statement. The Registration Statement and the Prospectus Supplement to the Prospectus, dated February 22, 2017, relate to the offering of the Class AA and Class A Certificates.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, American Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN AIRLINES, INC.

Date: August 14, 2017

By: /s/ Derek J. Kerr
Derek J. Kerr
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
1.1	Underwriting Agreement, dated as of July 31, 2017, among Goldman Sachs & Co. LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., as the representatives of the underwriters named therein, Natixis S.A., acting through its New York Branch, as the depositary, and American Airlines, Inc. (incorporated by reference to Exhibit 1.1 to American Airlines, Inc.'s Current Report on Form 8-K filed on August 1, 2017 (Commission File No. 001-02691)).
4.1	Pass Through Trust Agreement, dated as of September 16, 2014, between American Airlines, Inc. and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to American Airlines, Inc.'s Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 001-02691)).
4.2	Trust Supplement No. 2017-2AA, dated as of August 14, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014.
4.3	Trust Supplement No. 2017-2A, dated as of August 14, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014.
4.4	Intercreditor Agreement (2017-2), dated as of August 14, 2017, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2017-2AA and as Trustee of the American Airlines Pass Through Trust 2017-2A, National Australia Bank Limited, as Class AA Liquidity Provider and Class A Liquidity Provider, and Wilmington Trust Company, as Subordination Agent.
4.5	Deposit Agreement (Class AA), dated as of August 14, 2017, between Wilmington Trust, National Association, as Escrow Agent, and Natixis S.A., acting through its New York Branch, as Depositary.
4.6	Deposit Agreement (Class A), dated as of August 14, 2017, between Wilmington Trust, National Association, as Escrow Agent, and Natixis S.A., acting through its New York Branch, as Depositary.
4.7	Escrow and Paying Agent Agreement (Class AA), dated as of August 14, 2017, among Wilmington Trust, National Association, as Escrow Agent, Goldman Sachs & Co. LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2017-2AA, and Wilmington Trust Company, as Paying Agent.
4.8	Escrow and Paying Agent Agreement (Class A), dated as of August 14, 2017, among Wilmington Trust, National Association, as Escrow Agent, Goldman Sachs & Co. LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2017-2A, and Wilmington Trust Company, as Paying Agent.
4.9	Note Purchase Agreement, dated as of August 14, 2017, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent.
4.10	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington

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Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (included in Exhibit B to Exhibit 4.9)

- 4.11 Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (included in Exhibit C to Exhibit 4.9).
- 4.12 Form of Pass Through Trust Certificate, Series 2017-2AA (included in Exhibit A to Exhibit 4.2)
- 4.13 Form of Pass Through Trust Certificate, Series 2017-2A (included in Exhibit A to Exhibit 4.3).
- 4.14 Revolving Credit Agreement (2017-2AA), dated as of August 14, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-2AA, as Borrower, and National Australia Bank Limited, as Liquidity Provider.
- 4.15 Revolving Credit Agreement (2017-2A), dated as of August 14, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-2A, as Borrower, and National Australia Bank Limited, as Liquidity Provider.
- 5.1 Opinion of Latham & Watkins LLP, special counsel to American Airlines, Inc.
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1).