# Edgar Filing: US AIRWAYS GROUP INC - Form 425

US AIRWAYS GROUP INC Form 425 March 22, 2013

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Pursuant to Rule 425 Under the Securities Act of 1933

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Subject Company: US Airways Group, Inc.

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Note: The following are posts made on AMR Corporation s intranet site on March 22, 2013.

#### 1. How can I get a refund on e-ZED tickets?

An eZED ticket should be refunded through the myIDTravel site if it was issued through myIDTravel. If it was not, it should be refunded at an American ticket office.

## 2. How will American s people list on US Airways flights after March 1?

Flight listing procedures will be as they exist today. For travel on US Airways, contact US Airways Employee Travel Line (ETL) at 1-800-325-9999 from the US or Canada or the local US Airways Reservation number from outside the US or Canada at least 48 hours in advance of an international flight, 12 hours in advance for domestic flights. Please be prepared with the all passenger details including full legal name, date of birth, gender, and/or redress number or known traveler number as well as the e-ticket number provided by American for all passengers.

#### 3. What are the chances that the merger will not be approved?

A merger with US Airways was carefully evaluated using a disciplined, fact-based process, which demonstrated that a combination would offer a range of benefits to stakeholders of both airlines, including our customers. The merger requires several approvals, so while nothing is guaranteed, we strongly believe this merger would combine highly complementary networks, with minimal loss of competition. Out of more than 900 combined direct routes, only 12 overlap.

We would not have proceeded with the agreement if we weren t confident it has a high likelihood of being approved our unions and ad hoc committee of bondholders share in our belief that this merger will benefit our customers, people and financial stakeholders. The new American is expected to generate more than \$1 billion in net synergies, primarily due to new passengers taking advantage of our highly complementary, broader network and improved service. For our people, that improved financial performance will provide a path to better pay and benefits, more jobs, greatly improved job security and better opportunities for advancement, while offering American s bankruptcy creditors an enhanced opportunity for full recovery. The end result would be a stronger, more stable new American that will set a new standard of excellence throughout the industry.

### 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

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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 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 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.

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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, proje continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are ba 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.