

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form S-8  
August 02, 2017

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**ATLAS AIR WORLDWIDE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**2000 Westchester Avenue**

**Purchase, New York 10577**

**(914) 701-8000**

**13-4146982**  
**(I.R.S. Employer**

**Identification Number)**

**(Address of principal executive offices)**

**(Telephone number)**

**2016 Incentive Plan, as amended**

**(Full name of plan)**

**Adam R. Kokas**

**Executive Vice President, General Counsel,**

**Secretary and Chief Human Resources Officer**

**Atlas Air Worldwide Holdings, Inc.**

**2000 Westchester Avenue**

**Purchase, New York 10577**

**(914) 701-8000**

**(Name and address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act .

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of Registration Fee</b>
		<b>Maximum Offering Price per Share</b>	<b>Maximum Aggregate Offering Price</b>	
Common Stock, \$0.01 per share, under the 2016 Incentive Plan	125,000 shares	\$58.00 <sup>(2)</sup>	\$7,250,000.00	\$840.28

(1) This registration statement (the **Registration Statement** ) also covers an indeterminate number of additional shares that may be issued upon any stock split, stock dividend, recapitalization or other similar transaction in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the **Securities Act** ).

(2) This estimation is solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and is based upon the average of the high and low sales prices of our shares of common stock, par value \$0.01 per share (the **Common Stock** ), on July 27, 2017, as reported on the NASDAQ Global Select Market.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 125,000 shares of common stock, par value \$0.01 per share, of Atlas Air Worldwide Holdings, Inc. (the Registrant) issuable pursuant to the Registrant's 2016 Incentive Plan, as amended. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's previously filed Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 3, 2016 (Registration No. 333-212870) are hereby incorporated herein by reference to the extent not otherwise amended or superseded by the contents hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Purchase, State of New York, on the 2nd day of August, 2017.

ATLAS AIR WORLDWIDE HOLDINGS,  
INC.

By: /s/ William J. Flynn  
William J. Flynn  
President and Chief Executive Officer

**POWERS OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

In addition, the undersigned directors and officers of Atlas Air Worldwide Holdings, Inc., hereby severally constitute and appoint William J. Flynn, John W. Dietrich, Adam R. Kokas and Spencer Schwartz and each of them singly, their true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments and any registration statements relating to the same offering effective upon filing pursuant to Rule 462(b)) or supplements to the Registration Statement on Form S-8 of Atlas Air Worldwide Holdings, Inc., and generally to do all such things in our name and on our behalf in our capacities indicated below to enable Atlas Air Worldwide Holdings, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be required by our said attorneys or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

<b>Signatures</b>	<b>Title</b>	<b>Dates</b>
/s/ Robert F. Agnew Robert F. Agnew	Chairman of the Board of Directors	August 2, 2017
/s/ William J. Flynn William J. Flynn	President, Chief Executive Officer and Director (Principal Executive Officer)	August 2, 2017
/s/ Spencer Schwartz Spencer Schwartz	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 2, 2017
/s/ Keith H. Mayer Keith H. Mayer	Vice President and Corporate Controller (Principal Accounting Officer)	August 2, 2017

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/s/ Timothy J. Bernlohr	Director	August 2, 2017
Timothy J. Bernlohr		
/s/ Charles F. Bolden, Jr.	Director	August 2, 2017
Charles F. Bolden, Jr.		
/s/ James S. Gilmore III	Director	August 2, 2017
James S. Gilmore III		
/s/ Bobby J. Griffin	Director	August 2, 2017
Bobby J. Griffin		

<b>Signatures</b>	<b>Title</b>	<b>Dates</b>
/s/ Carol B. Hallett Carol B. Hallett	Director	August 2, 2017
/s/ Frederick McCorkle Frederick McCorkle	Director	August 2, 2017
/s/ Duncan J. McNabb Duncan J. McNabb	Director	August 2, 2017
/s/ John K. Wulff John K. Wulff	Director	August 2, 2017

**Exhibit Index**

**Exhibit**

<b>No.</b>	<b>Description</b>
4.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed February 21, 2001)
4.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed November 3, 2016)
4.3	Amended and Restated By-Laws (incorporated by reference to Exhibit 3 to the Registrant's Current Report on Form 8-K, filed December 15, 2016)
4.4	2016 Incentive Plan, as amended (incorporated by reference to Exhibit B to the Registrant's Definitive Proxy Statement filed April 18, 2017)
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Powers of Attorney (included as part of signature page attached hereto)