

AMERICAN AIRLINES INC
Form 8-K
April 30, 2013

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 earliest event
reported: April 30, 2013

American Airlines, Inc. _
(Exact name of registrant as specified in its charter)

Delaware 1-2691 13-1502798 _
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

4333 Amon Carter Blvd. Fort Worth, Texas 76155
(Address of principal executive offices) (Zip Code)

(817) 963-1234 _
(Registrant's telephone number)

(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)

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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))

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Item 7.01. Regulation FD Disclosure

As previously reported, on November 29, 2011, AMR Corporation ("AMR"), its principal subsidiary, American Airlines, Inc. ("American" or the "Company") and certain of the Company's other direct and indirect domestic subsidiaries (collectively, the "Debtors"), filed voluntary petitions for relief (the "Chapter 11 Cases") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

On April 30, 2013, the Debtors filed their monthly operating report for the month ended March 31, 2013 (the "Monthly Operating Report") with the Bankruptcy Court. The Monthly Operating Report is attached hereto as Exhibit 99.1 and is incorporated herein by reference. This current report (including the exhibit hereto or any information included therein) shall not be deemed an admission as to the materiality of any information required to be disclosed solely by reason of Regulation FD.

Limitation on Incorporation by Reference

In accordance with General Instruction B.2 of Form 8-K, the information with respect to the Debtors in this Item 7.01 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Statement Regarding Financial and Operating Data

The Company cautions investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Report, which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Company. No assurance can be given as to the value, if any, that may be ascribed to the Debtors' various prepetition liabilities and other securities. The Company cannot predict what the ultimate value of any of its or the other Debtors' securities may be. Accordingly, the Company urges that caution be exercised with respect to existing and future investments in any of these securities (including AMR's common stock) or other Debtor claims. The Monthly Operating Report is limited in scope, covers a limited time period and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Office of the United States Trustee of the Southern District of New York and the Bankruptcy Court. The Monthly Operating Report was not audited or reviewed by independent accountants, is in a format prescribed by applicable bankruptcy laws and regulations and is subject to future adjustment and reconciliation. Therefore, the Monthly Operating Report does not necessarily contain all information required in filings pursuant to the Exchange Act, or may present such information differently from such requirements. There can be no assurance that, from the perspective of an investor or potential investor in the Debtors' securities, the Monthly Operating Report is complete. The Monthly Operating Report also contains information for periods which are shorter or otherwise different from those required in the Company's reports pursuant to the Exchange Act, and such information might not be indicative of the Company's financial condition or operating results for the period that would be reflected in the Company's financial statements or in its reports pursuant to the Exchange Act. Results set forth in the Monthly Operating Report should not be viewed as indicative of future results.

Cautionary Statement Regarding Forward-Looking Statements

This current report on Form 8-K and the exhibit hereto contain forward-looking statements or information. Actual results may differ materially from the results suggested by the statements and information contained herein, for a

number of reasons, including, but not limited to, risks related to the pending merger, including fulfillment of conditions and receipt of consents and approvals, the Company's ability to secure financing for all of its scheduled aircraft deliveries, the impact of the restructuring of the Company and certain of its U.S. subsidiaries, the Company's ability to refinance, extend or repay its near and intermediate term debt, the Company's substantial level of indebtedness and related interest rates, the potential impact of volatile fuel prices, impairments and restructuring charges, and the potential impact of labor unrest. Because of the Company's restructuring, there can be no assurance as to the future value of AMR's or any of its subsidiaries' securities, including AMR common stock. Accordingly, the Company urges that caution be exercised with respect to existing and future investments in any of these securities (including AMR's common stock) or other claims. Readers are referred to the documents filed by the company with the Securities and Exchange Commissi

on, including the Company's Form 10-K for the period ended December 31, 2012, as amended by its Form 10-K/A filed April 16, 2013, which further identify the important risk factors that could cause actual results to differ materially from the forward-looking statements in this current report on Form 8-K and the exhibit hereto. The Company disclaims any obligation to update any forward-looking statement or information.

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
99.1	Monthly Operating Report for the month ended March 31, 2013, filed with the United States Bankruptcy Court for the Southern District of New York.

SIGNATURE

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

American Airlines, Inc.

/s/ Kenneth W. Wimberly
Kenneth W. Wimberly
Corporate Secretary

Dated: April 30, 2013

EXHIBIT INDEX

	Description
Exhibit 99.1	Monthly Operating Report for the month ended March 31, 2013, filed with the United States Bankruptcy Court for the Southern District of New York.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re: Case No. 11-15463-SHL
AMR Corporation, et al. (jointly administered)
Debtors

MONTHLY OPERATING REPORT
FOR THE MONTH ENDED MARCH 31, 2013

DEBTORS' ADDRESS:
AMR Corporation
4333 Amon Carter Blvd.
Fort Worth, Texas 76155

DEBTORS' ATTORNEYS:
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

DISBURSEMENTS (IN THOUSANDS): \$ 2,795,525
FOR THE MONTH ENDED MARCH 28, 2013

CONSOLIDATED NET INCOME (LOSS) (IN MILLIONS): \$ (193)
FOR THE MONTH ENDED MARCH 28, 2013

REPORT PREPARER: AMR CORPORATION

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under penalty of perjury, that the information contained therein is complete, accurate, and truthful to the best of my knowledge.

/s/ Isabella D. Goren
Isabella D. Goren
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

AMR CORPORATION

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CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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AMR CORPORATION, ET AL.
 DEBTORS AND DEBTORS IN POSSESSION
 CONDENSED CONSOLIDATED BALANCE SHEET
 MARCH 31, 2013
 (Unaudited) (In millions)

Assets	
Current Assets	
Cash	\$606
Short-term investments	3,638
Restricted cash and short-term investments	853
Receivables, net	1,243
Inventories, net	595
Fuel derivative contracts	66
Other current assets	524
Total current assets	7,525
Equipment and Property	
Flight equipment, net	10,216
Other equipment and property, net	2,099
Purchase deposits for flight equipment	721
	13,036
Equipment and Property Under Capital Leases	
Flight equipment, net	212
Other equipment and property, net	57
	269
International slots and route authorities	708
Domestic slots and airport operating and gate lease rights, less accumulated amortization, net	155
Other assets	2,159
	\$23,852

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION, ET AL.
 DEBTORS AND DEBTORS IN POSSESSION
 CONDENSED CONSOLIDATED BALANCE SHEET
 MARCH 31, 2013
 (Unaudited) (In millions)

Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities		
Accounts payable		\$ 1,440
Accrued liabilities		2,084
Air traffic liability		5,180
Current maturities of long-term debt		1,256
Current obligations under capital leases		30
Total current liabilities		9,990
Long-term debt, less current maturities		6,646
Obligations under capital leases, less current obligations		375
Pension and postretirement benefits		6,730
Other liabilities, deferred gains and deferred credits		1,708
Liabilities Subject to Compromise (Note 2)		6,779
Stockholders' Equity (Deficit)		
Preferred stock		—
Common stock		341
Additional paid-in capital		4,483
Treasury stock		(367)
Accumulated other comprehensive income (loss)		(3,030)
Accumulated deficit		(9,803)
		(8,376)
		\$23,852

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION, ET AL.
DEBTORS AND DEBTORS IN POSSESSION
CONSOLIDATED STATEMENT OF OPERATIONS
MONTH ENDED MARCH 31, 2013
(Unaudited) (In millions, except per share amounts)

Revenues		
Passenger - American Airlines	\$1,664	
- Regional Affiliates	253	
Cargo	59	
Other revenues	211	
Total operating revenues	2,187	
Expenses		
Aircraft fuel	764	
Wages, salaries and benefits	523	
Other rentals and landing fees	119	
Maintenance, materials and repairs	128	
Depreciation and amortization	79	
Commissions, booking fees and credit card expense	95	
Aircraft rentals	56	
Food service	49	
Special charges and merger related	8	
Other operating expenses	275	
Total operating expenses	2,096	
Operating Income (Loss)	91	
Other Income (Expense)		
Interest income	1	
Interest expense	(164))
Interest capitalized	4	
Miscellaneous - net	(2))
	(161))
Income (Loss) Before Reorganization Items	(70))
Reorganization Items, Net (Note 2)	(145))
Income (Loss) Before Income Taxes	(215))
Income tax (benefit)	(22))
Net Income (Loss)	\$(193))
Earnings (Loss) Per Share		
Basic	\$(0.58))
Diluted	\$(0.58))

Weighted Average Shares Used in Computation

Basic

335,292,238

Diluted

335,292,238

The accompanying notes are an integral part of these financial statements.

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AMR CORPORATION, ET AL.
 DEBTORS AND DEBTORS IN POSSESSION
 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
 MONTH ENDED MARCH 31, 2013
 (Unaudited) (In millions)

Net Cash Provided by (Used for) Operating Activities	\$300	
Cash Flow from Investing Activities:		
Capital expenditures, including aircraft lease deposits	(282))
Disposal of equipment and property	(1))
Net (increase) decrease in short-term investments	(178))
Net cash used for investing activities	(461))
Cash Flow from Financing Activities:		
Payments on long-term debt and capital lease obligations	(251))
Proceeds from:		
Issuance of debt	161	
Sale leaseback transactions	269	
Net cash provided by financing activities		