

ALASKA AIR GROUP INC  
Form 8-K  
September 13, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**September 13, 2007**

**(Date of earliest event reported)**

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**ALASKA AIR GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**1-8957**  
**(Commission File Number)**

**91-1292054**  
**(IRS Employer Identification No.)**

**19300 International Boulevard, Seattle, Washington**  
**(Address of Principal Executive Offices)**

**(206) 392-5040**

**98188**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

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(Former Name or Former Address, if Changed Since Last Report)

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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 (*see* General Instruction A.2. below):

- .. 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))
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References in this report on Form 8-K to Air Group, Company, we, us, and our refer to Alaska Air Group, Inc. and its subsidiaries, unless otherwise specified. Alaska Airlines, Inc. and Horizon Air Industries, Inc. are referred to as Alaska and Horizon, respectively, and together as our airlines.

#### FORWARD-LOOKING INFORMATION

This report contains forward-looking statements subject to the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These statements relate to future events and involve known and unknown risks and uncertainties that may cause actual outcomes to be materially different from those indicated by any forward-looking statements. Some of the things that could cause our actual results to differ from our expectations are:

the competitive environment and other trends in our industry;

changes in our operating costs, including fuel, which can be volatile;

labor disputes and our ability to attract and retain qualified personnel;

the amounts of potential lease termination payments with lessors for our remaining MD-80 leased aircraft and related sublease payments from sublessees, if applicable;

our significant indebtedness;

compliance with our financial covenants;

potential downgrades of our credit ratings and the availability of financing;

the implementation of our growth strategy;

our ability to meet our cost reduction goals;

operational disruptions;

general economic conditions, as well as economic conditions in the geographic regions we serve;

the concentration of our revenue from a few key markets;

actual or threatened terrorist attacks; global instability and potential U.S. military actions or activities;

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insurance costs;

changes in laws and regulations;

increases in government fees and taxes;

our inability to achieve or maintain profitability;

fluctuations in our quarterly results;

an aircraft accident or incident;

liability and other claims asserted against us;

our reliance on automated systems and the risks associated with changes made to those systems; and

our reliance on third-party vendors and partners.

For a discussion of these and other risk factors, see Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2006. All of the forward-looking statements are qualified in their entirety by reference to the risk factors discussed therein. These risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. Management cannot predict such new risk factors, nor can it assess the impact, if any, of such new risk factors on our business or events described in any forward-looking statements. We expressly disclaim any obligation to publicly update or revise any forward-looking statements after the date of this report to conform them to actual results. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such differences might be significant and materially adverse.

**ITEM 7.01. Regulation FD Disclosure**

Pursuant to 17 CFR Part 243 ( Regulation FD ), the Company is submitting information relating to its financial and operational outlook for 2007. This report includes information regarding forecasts of available seat miles (ASMs), cost per available seat mile (CASM) excluding fuel consumption, as well as certain actual results for revenue passenger miles (RPMs), load factor and revenue per available seat mile (RASM), for its subsidiaries Alaska Airlines, Inc. and Horizon Air Industries, Inc. Our disclosure of operating cost per available seat mile, excluding fuel, provides us the ability to measure and monitor our performance without these items. The most directly comparable GAAP measure is total operating expense per available seat mile. However, due to the large fluctuations in fuel prices, we are unable to predict total operating expense for any future period with any degree of certainty. In addition, we believe the disclosure of fuel expense on an economic basis is useful to investors in evaluating our ongoing operational performance. Please see the cautionary statement under Forward-Looking Information.

In accordance with General Instruction B.2 of Form 8-K, the information in this report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), 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. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**Alaska Airlines*****Alaska Airlines Mainline Capacity and Unit Cost Forecast***

The information for Alaska Airlines below reflects mainline information, which excludes contract flying provided by Horizon and contract flying between Anchorage and Dutch Harbor, AK, provided by a third party. As described in previous filings, Alaska reclassified the revenues and costs for prior periods that are associated with the Dutch Harbor flying. As a result of this reclassification, CASM excluding fuel and other noted items for the third quarter of 2006 that was originally reported as 7.33 cents will now be reported as 7.27 cents. Mainline total RASM that was originally reported as 12.36 cents will now be reported as 12.29 cents.

|   | Forecast      | Change    |
|---|---------------|-----------|
|   | Q3 2007       | Yr/Yr     |
| Capacity (ASMs in millions)                       | 6,273 - 6,340 | 2 - 3%    |
| Fuel gallons (000,000)                            | 92.8          | (1)%      |
| Cost per ASM as reported on a GAAP basis (cents)* | 10.9          | (14 -15)% |
| Less: Fuel cost per ASM (cents)*                  | 3.5           | (14)%     |
| Cost per ASM excluding fuel (cents)*              | 7.4           | 1 - 2%    |

\* For Alaska, our forecasts of mainline cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ from actual results due to several factors including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the third quarter and the actual adjustments to our fuel-hedging portfolio in July and August. See page 6 Other Financial Information Calculation of Economic Fuel Cost per Gallon below for additional information regarding fuel costs.

***Alaska Airlines Mainline Traffic and Revenue***

Alaska's August mainline traffic increased 5.4% to 1.812 billion RPMs from 1.719 billion flown a year earlier. Mainline capacity during August was 2.175 billion ASMs, 2.3% higher than the 2.127 billion in August 2006. The mainline passenger load factor (the percentage of available seats occupied by fare-paying passengers) for the month was 83.3%, compared to 80.8% in August 2006. The airline carried 1,751,700 passengers compared to 1,669,800 in August 2006.

As of September 10, the advance booked load factor for Alaska mainline was down 1-2% for September and flat for October.

In August 2007, year-over-year mainline RASM was up 5.0%, compared to August 2006. Mainline passenger RASM was up 4.9% as a result of the 2.5-point increase in load factor and modestly higher yields.

In July 2007, year-over-year mainline RASM was down 1.2%, compared to July 2006. Mainline passenger RASM during the month was down 1.4% compared to the prior year, primarily due to a decline in passenger yield, partially offset by the 0.6-point increase in load factor.

#### ***Alaska Airlines Purchased Capacity Flying***

As discussed in our previous filings, Alaska Airlines entered into a Capacity Purchase Agreement (CPA) with Horizon effective January 1, 2007, whereby Alaska purchases capacity on certain routes ( incentive markets ) from Horizon. In addition, Alaska has a capacity purchase agreement with a third party for service between Anchorage and Dutch Harbor, AK. Under these agreements, the actual passenger revenue from the incentive markets and between Anchorage and Dutch Harbor is identified as Passenger revenue purchased capacity and the associated costs are identified as Costs of purchased capacity flying on Alaska Airlines statement of operations. During the first six months of 2007, expenses associated with purchased capacity exceeded the related revenues by \$13.2 million. However, revenues in the incentive markets covered by the CPA with Horizon are highly seasonal in nature and, accordingly, we expect that passenger revenue purchased capacity will exceed the related costs in the third quarter but fall below costs in the fourth quarter, resulting in a full-year loss from purchased capacity flying in excess of the amount recorded in the first six months of 2007, but not a multiple of it. This guidance is unchanged from prior disclosures.

#### **Horizon Air**

On September 12, Horizon grounded 19 of its 33 Bombardier Q400 turboprops as a precautionary move following an all-operator message from Bombardier Aerospace of Canada. On September 13, in response to a Transport Canada airworthiness directive (AD), Horizon initiated the inspection of the landing gear of all of its Q400 fleet. The AD was produced in the wake of two landing gear failure incidents involving SAS-affiliated airlines in Europe. Horizon, which has operated the Canadian-manufactured Q400 since 2001, has never experienced any issues like those SAS recently encountered.

As a result of these developments, Horizon canceled approximately 300 flights scheduled to operate on September 12 and 13, although 30 of those flights were re-scheduled with higher capacity Alaska Airlines jets. By Saturday, September 15, Horizon expects to be very close to normal operations as inspected aircraft are brought back online. Aircraft will be returned to service and Horizon flights will be reinstated as the inspections are completed successfully.

The information below excludes the impact of the flight cancellations that have resulted from this development. It is likely that the cancellations will negatively impact passenger revenue, capacity, traffic and unit costs for the third quarter, although the amount of the impact cannot yet be quantified.

**Horizon Total System Capacity and Unit Cost Forecast \*\***

|   | Forecast           |                 |
|---|--------------------|-----------------|
|   | Q3 2007            | Change Yr/Yr    |
| Capacity (ASMs in millions)                       | 1,093 - 1,103      | 15 - 16%        |
| Fuel gallons (000,000)                            | 17.8               | 23%             |
| Cost per ASM as reported on a GAAP basis (cents)* | 17.0 - 17.1        | (4 - 5)%        |
| Less: Fuel cost per ASM (cents)*                  | 3.8                | (7)%            |
| <b>Cost per ASM excluding fuel (cents) *</b>      | <b>13.2 - 13.3</b> | <b>(3 - 4)%</b> |

\* For Horizon, our forecasts of cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ significantly from actual results. There are several factors impacting our estimates including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the third quarter and the actual adjustments to our fuel-hedging portfolio in July and August. See page 6 for additional information regarding fuel costs.

\*\* Excludes the impact of Q400 flight cancellations in September which will likely have a negative impact on capacity and unit costs. Horizon's cost per ASM includes the expected loss on the sublease of Q200 aircraft to a third party. We expect the loss will be approximately \$1.3 million per aircraft, which will be recorded when the aircraft leave our operating fleet. Currently, we expect to deliver three of the Q200s to the third party during the current quarter.

**Horizon Traffic and Revenue**

Horizon's total August traffic increased 19.8% to 304.6 million RPMs from 254.3 million flown a year earlier. The airline carried 762,500 passengers compared to 638,000 in August 2006.

For Horizon's network flying (which excludes those flights operated as Frontier JetExpress), August traffic increased 29.5% to 266.7 million RPMs from 206.0 million flown a year earlier. The airline carried 695,400 passengers on the network flights, compared to 557,200 in August 2006.

Horizon's line-of-business information for August is summarized below. In both of Horizon's CPA arrangements, Horizon is insulated from market revenue factors and is guaranteed contractual revenue amounts based on operational capacity. As a result, yield and load factor information is not presented.

**August 2007**

|                     | Actual<br>(000s) | Capacity Mix |                    | Load Factor  |                       | Yield         |          | RASM          |          |
|---------------------|------------------|--------------|--------------------|--------------|-----------------------|---------------|----------|---------------|----------|
|                     |                  | % Change     | Current %<br>Total | Actual       | Point change<br>Y-O-Y | Actual        | % Change | Actual        | % Change |
|                     |                  |              |                    |              |                       |               |          |               |          |
| <b>Brand Flying</b> | <b>200,247</b>   | 20.4         | <b>53%</b>         | <b>77.6%</b> | 0.4 pts               | <b>26.31¢</b> | (8.3)    | <b>20.82¢</b> | (7.3)    |
| <b>Alaska CPA</b>   | <b>134,111</b>   | 37.2         | <b>35%</b>         | <b>NM</b>    |                       | <b>NM</b>     |          | <b>19.79¢</b> | (5.1)    |
| <b>Frontier CPA</b> | <b>46,696</b>    | (29.8)       | <b>12%</b>         | <b>NM</b>    |                       | <b>NM</b>     |          | <b>7.05¢</b>  | 6.8      |
| <b>System Total</b> | <b>381,054</b>   | 15.3         | <b>100%</b>        | <b>79.9%</b> | 3.0 pts               | <b>23.21¢</b> | (3.8)    | <b>18.77¢</b> | (0.2)    |

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As previously reported, July RASM decreased 7.2% and 4.4% for Brand and Alaska CPA flying, respectively, and increased 7.7% for Frontier CPA flying.

Horizon brand flying includes those routes in the Horizon system not covered by either of its capacity purchase arrangements. Horizon bears the revenue risk in its brand flying markets. Revenue from the Alaska CPA is eliminated in consolidation.

### Other Financial Information

#### Liquidity and Capital Resources

As of August 31, 2007, Air Group cash and short-term investments totaled approximately \$928 million.

#### Fuel Hedging

We are providing unaudited information about fuel price movements and the impact of our hedging program on our financial results. Management believes it is useful to compare results between periods on an economic basis. *Economic fuel expense* is defined as the raw or into-plane fuel cost less the cash we receive from hedge counterparties for hedges that settle during the period, offset by the premium expense that we recognize. A reconciliation of *economic fuel expense* to our *GAAP fuel expense* is presented below. *GAAP fuel expense* is defined as the raw fuel cost plus the effect of mark-to-market adjustments that we include in our income statement as the value of our fuel-hedging portfolio increases and decreases. A key difference between *GAAP fuel expense* and *economic fuel expense* is the timing of gain or loss recognition.

#### Calculation of Economic Fuel Cost Per Gallon

| July and August 2007   | Alaska Airlines  |                             | Horizon Air      |                         |
|--|------------------|-----------------------------|------------------|-------------------------|
| (unaudited)  | (\$ in millions) | Alaska Airlines<br>Cost/Gal | (\$ in millions) | Horizon Air<br>Cost/Gal |
| Raw or into-plane fuel cost  | \$ 151.8         | \$ 2.36                     | \$ 28.9          | \$ 2.41                 |
| Gains on settled hedges  | (8.0)            | (0.13)                      | (1.5)            | (0.12)                  |
| <b>Economic fuel expense</b>   | <b>\$ 143.8</b>  | <b>\$ 2.23</b>              | <b>\$ 27.4</b>   | <b>\$ 2.29</b>          |
| Adjustments to reflect timing of gain or loss recognition resulting from mark-to-market accounting | 10.8             | 0.17                        | 2.0              | 0.16                    |
| <b>GAAP fuel expense</b>   | <b>\$ 154.6</b>  | <b>\$ 2.40</b>              | <b>\$ 29.4</b>   | <b>\$ 2.45</b>          |

Alaska Air Group's future hedge positions are as follows:

|                     | Approximate % of Expected<br>Fuel Requirements | Approximate Crude Oil<br>Price per Barrel |
|---------------------|--|---|
| Third Quarter 2007  | 50%  | \$ 57.12                                  |
| Fourth Quarter 2007 | 50%  | \$ 62.27                                  |
| First Quarter 2008  | 40%  | \$ 62.62                                  |
| Second Quarter 2008 | 33%  | \$ 64.10                                  |
| Third Quarter 2008  | 27%  | \$ 64.93                                  |
| Fourth Quarter 2008 | 29%  | \$ 65.03                                  |
| First Quarter 2009  | 5%   | \$ 67.68                                  |
| Second Quarter 2009 | 5%   | \$ 67.50                                  |
| Third Quarter 2009  | 6%   | \$ 68.25                                  |
| Fourth Quarter 2009 | 5%   | \$ 67.20                                  |



**Operating Fleet Plan**

The following table summarizes firm aircraft commitments for Alaska (B737-800) and Horizon (Q400) by year, excluding aircraft that have already been delivered in 2007.

|               | 2007     | 2008      | 2009      | 2010     | Thereafter | Total     |
|---------------|----------|-----------|-----------|----------|------------|-----------|
| B737-800      | 5        | 16        | 5         | 6        | 3          | 35        |
| Q-400         |          | 3         | 12        |          |            | 15        |
| <b>Totals</b> | <b>5</b> | <b>19</b> | <b>17</b> | <b>6</b> | <b>3</b>   | <b>50</b> |

In addition to the firm orders noted above, Alaska has options to acquire 46 additional B737-800s and Horizon has options to acquire 20 Q400s.

Giving consideration to the current fleet transition plan for both Alaska and Horizon, the following table displays our actual and expected fleet count for the dates reflected below:

| Alaska Airlines | Seats | 31-Dec-06  | 13-Sept -07 | 30-Sept-07 | 31-Dec-07  | 31-Dec-08  |
|-----------------|-------|------------|-------------|------------|------------|------------|
| 737-200         |       | 2          |             |            |            |            |
| 737-400F**      |       | 1          | 1           | 1          | 1          | 1          |
| 737-400C**      | 72    |            | 4           | 4          | 5          | 5          |
| 737-400         | 144   | 39         | 35          | 35         | 34         | 32         |
| 737-700         | 124   | 22         | 20          | 20         | 20         | 20         |
| 737-800*        | 157   | 15         | 24          | 25         | 29         | 46         |
| 737-900         | 172   | 12         | 12          | 12         | 12         | 12         |
| MD-80           | 140   | 23         | 18          | 17         | 15         |            |
| <b>Totals</b>   |       | <b>114</b> | <b>114</b>  | <b>114</b> | <b>116</b> | <b>116</b> |

| Horizon Air   | Seats | 31-Dec-06 | 13-Sept -07 | 30-Sept-07 | 31-Dec-07 | 31-Dec-08 |
|---------------|-------|-----------|-------------|------------|-----------|-----------|
| Q200          | 37    | 28        | 20          | 19         | 16        | 11        |
| Q400          | 74-76 | 20        | 33          | 33         | 33        | 36        |
| CRJ-700       | 70    | 21        | 21          | 21         | 21        | 20        |
| <b>Totals</b> |       | <b>69</b> | <b>74</b>   | <b>73</b>  | <b>70</b> | <b>67</b> |

\* The total includes one leased aircraft in 2008.

\*\* F=Freighter; C=Combination freighter/passenger

**ITEM 8.01 Other Events.**

On September 13, 2007, the Board of Directors of Alaska Air Group, Inc. approved a stock repurchase program authorizing the company to purchase up to \$100 million of its common stock.

A copy of the press release announcing the authorization of the stock repurchase program is attached hereto as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibit 99.1 Press Release dated September 13, 2007.

**Signatures**

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 thereunto duly authorized.

ALASKA AIR GROUP, INC.  
Registrant

Date: September 13, 2007

/s/ Brandon S. Pedersen  
Brandon S. Pedersen  
Vice President/Finance and Controller

/s/ Bradley D. Tilden  
Bradley D. Tilden  
Executive Vice President/Finance and Planning and Chief Financial Officer