
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

October 12, 2018
(Date of earliest event reported)

ALASKA AIR GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

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)

98188
(Zip Code)

(206) 392-5040
(Registrant's Telephone Number, Including Area Code)

(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 (*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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

☐ 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 7.01. Regulation FD Disclosure

On October 12, 2018, Alaska Air Group, Inc. (Air Group) issued a press release announcing its September 2018 operational results. The press release is furnished herein as Exhibit 99.1.

Also on October 12, 2018, Air Group provided an investor update related to its financial and operational outlook. The investor update is furnished herein as Exhibit 99.2.

In accordance with General Instruction B.2 of Form 8-K, the information under this item Exhibit 99.1 and Exhibit 99.2 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.

ITEM 9.01 Financial Statements and Other Exhibits

[Exhibit 99.1](#) September 2018 Traffic Press Release dated October 12, 2018

[Exhibit 99.2](#) Investor Update dated October 12, 2018

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: October 12, 2018

/s/ Brandon S. Pedersen

Brandon S. Pedersen

Executive Vice President/Finance and Chief Financial Officer

News

Alaska Air Group

October 12, 2018

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Alaska Air Group reports September 2018 operational results

SEATTLE — Alaska Air Group, Inc. (NYSE: ALK) today reported September and year-to-date operational results on a consolidated basis, for its mainline operations operated by subsidiary Alaska Airlines, Inc. (Alaska) and for its regional flying operated by subsidiary Horizon Air Industries, Inc. (Horizon) and third-party regional carriers SkyWest Airlines and Peninsula Airlines.

On January 11, 2018, Alaska and Virgin America consolidated their operations onto a Single Operating Certificate (SOC). Results for Alaska and Virgin America have been combined into a single mainline operation.

AIR GROUP

On a combined basis for all operations, Air Group reported a 0.6 percent increase in traffic on a 3.2 percent increase in capacity compared to September 2017. Load factor decreased 2.1 points to 80.8 percent.

The following table shows the operational results for September and year-to-date compared to the prior-year periods:

	September			Year-to-Date		
	2018	2017	Change	2018	2017	Change
Revenue passengers (000)	3,579	3,541	1.1%	34,685	33,038	5.0%
Revenue passenger miles RPM (000,000) "traffic"	4,186	4,162	0.6%	41,272	39,072	5.6%
Available seat miles ASM (000,000) "capacity"	5,183	5,021	3.2%	49,256	46,169	6.7%
Passenger load factor	80.8%	82.9%	(2.1) pts	83.8%	84.6%	(0.8) pts

MAINLINE

Mainline reported a 0.3 percent decrease in traffic on a 2.4 percent increase in capacity compared to September 2017. Load factor decreased 2.2 points to 81 percent. Mainline also reported 85.2 percent of its flights arrived on time in September 2018, compared to 83.9 percent reported in September 2017.

Mainline operational results reflect both Alaska and Virgin America combined. The following table shows mainline operational results for September and year-to-date compared to the prior-year periods:

	September			Year-to-Date		
	2018	2017	Change	2018	2017	Change
Revenue passengers (000)	2,755	2,755	—%	27,107	25,850	4.9%
RPMs (000,000)	3,789	3,800	(0.3)%	37,677	36,045	4.5%
ASMs (000,000)	4,676	4,566	2.4%	44,730	42,397	5.5%
Passenger load factor	81.0%	83.2%	(2.2) pts	84.2%	85.0%	(0.8) pt
On-time arrivals as reported to U.S. DOT	85.2%	83.9%	1.3 pts	83.2%	78.0%	5.2 pts

REGIONAL

Regional traffic increased 9.7 percent on an 11.4 percent increase in capacity compared to September 2017. Load factor decreased 1.4 points to 78.2 percent. Alaska's regional partners also reported 83.4 percent of its flights arrived on time in September 2018, compared to 82.7 percent in September 2017.

The following table shows regional operational results for September and year-to-date compared to the prior-year periods:

	September			Year-to-Date		
	2018	2017	Change	2018	2017	Change
Revenue passengers (000)	824	786	4.8%	7,578	7,188	5.4%
RPMs (000,000)	397	362	9.7%	3,595	3,027	18.8%
ASMs (000,000)	507	455	11.4%	4,526	3,772	20.0%
Passenger load factor	78.2%	79.6%	(1.4) pts	79.4%	80.2%	(0.8) pts
On-time arrivals as reported to U.S. DOT	83.4%	82.7%	0.7 pts	84.5%	79.4%	5.1 pts

Alaska Airlines and its regional partners fly 44 million guests a year to more than 115 destinations with an average of 1,200 daily flights across the United States and to Mexico, Canada and Costa Rica. With Alaska and [Alaska Global Partners](#), guests can earn and redeem miles on flights to more than 900 destinations worldwide. Alaska Airlines ranked "Highest in Customer Satisfaction Among Traditional Carriers in North America" in the J.D. Power North America Airline Satisfaction Study for 11 consecutive years from 2008 to 2018. Learn about Alaska's award-winning service at [newsroom.alaskaair.com](#) and [blog.alaskaair.com](#). Alaska Airlines and Horizon Air are subsidiaries of Alaska Air Group (NYSE: ALK).

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Alaska Air Group

Investor Update – October 12, 2018

Note to Investors

This abbreviated Investor Update is being provided to communicate certain actual third quarter 2018 operating statistics. It also includes forecasted total unit revenue (RASM), unit cost excluding fuel and other items (CASMex), estimated economic fuel cost per gallon for the quarter, expected non-operating income, and third quarter share repurchase information.

Unit revenue, unit cost and other financial forecasts are estimates only. Actual amounts reported may differ and are dependent on our normal quarter-end closing process.

A full Investor Update with information about fuel hedge positions, planned capital expenditures, fleet information, and share repurchase activity will be provided in connection with our third quarter earnings release scheduled for October 25, 2018.

References in this update to “Air Group,” “Company,” “we,” “us,” and “our” refer to Alaska Air Group, Inc. and its subsidiaries, unless otherwise specified.

Information about Non-GAAP Financial Measures

This update includes forecasted operational and financial information for our operations. Our disclosure of operating cost per available seat mile excluding fuel and other items provides us (and may provide investors) with the ability to measure and monitor our performance. 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.”

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 any cash we receive from hedge counterparties for hedges that settle during the period, offset by the recognition of premiums originally paid for those hedges that settle during the period. Economic fuel expense more closely approximates the net cash outflow associated with purchasing fuel for our operation.

Forward-Looking Information

This update 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. For a comprehensive discussion of potential risk factors, see Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as well as in other documents filed by the Company with the SEC after the date thereof. Some of these risks include general economic conditions, increases in operating costs including fuel, competition, labor costs and relations, our indebtedness, inability to meet cost reduction goals, seasonal fluctuations in our financial results, an aircraft accident, changes in laws and regulations and risks inherent in the achievement of anticipated synergies and the timing thereof in connection with the acquisition of Virgin America. All of the forward-looking statements are qualified in their entirety by reference to the risk factors discussed therein. 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.

AIR GROUP - CONSOLIDATED

Third Quarter 2018

Operating Statistics

	Q3 2018	Q3 2017	% Change
Revenue passengers (in thousands)	12,128	11,639	4.2%
Traffic (RPMs in millions)	14,386	13,811	4.2%
Capacity (ASMs in millions)	16,943	16,164	4.8%
Load factor	84.9%	85.4%	(0.5) pts

Forecast Information

	Q3 2018 Forecast	Q3 2017	% Change	Prior Guidance September 17, 2018
Revenue per ASM (cents) ^(a)	13.03¢ - 13.05¢	13.06¢	~ (0.5)% - 0.0%	12.76¢ - 13.06¢
Cost per ASM excluding fuel and special items (cents) ^(a)	8.15¢ - 8.17¢	8.00¢	~ 2.0%	8.30¢ - 8.35¢
Fuel gallons (000,000)	218	207	~ 5.3%	218
Economic fuel cost per gallon ^(b)	\$2.33	\$1.80	~ 29.4%	\$2.32

(a) RASM and CASMex in the preceding forecast information reflect the impacts of the updated accounting standards, effective for the Company January 1, 2018. Information not impacted by the updated accounting standards (Capacity, Fuel gallons, Economic fuel cost per gallon) has not been restated.

(b) Our economic fuel cost per gallon estimate for the third quarter includes the following per-gallon assumptions: crude oil cost – \$1.65 (\$69 per barrel); refining margin – 54 cents; benefit of settled hedges – 4 cents; with the remaining difference due to taxes and other into-plane costs.

Our RASM is expected to come in at the higher end of our previous guidance due primarily to improved close-in pricing in many of the markets we serve.

Our CASMex forecast has improved from previously issued guidance primarily as a result of lower expected variable incentive pay, solid cost control in our operating divisions, and some shift in timing of marketing and maintenance events to the fourth quarter.

Nonoperating Expense

We expect that our consolidated nonoperating expense will be approximately \$14 million in the third quarter of 2018. This includes about \$2 million of costs primarily related to the prepayment of certain debt.

Effective Tax Rate

We expect our third quarter 2018 effective tax rate on adjusted earnings will be 23.7%. We expect our 2018 full year effective tax rate will be approximately 25%.

Stock Repurchase and Share Count

In 2018, we have repurchased a total of 582,942 shares of common stock for approximately \$37 million. We expect our weighted-average basic and diluted share counts will be 123.2 million and 123.9 million, respectively, for the third quarter of 2018.