

HAWAIIAN HOLDINGS INC

Form SC 13G

February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Hawaiian Holdings, Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

419879101

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 419879101

1	NAME OF REPORTING PERSON Canyon Capital Advisors LLC
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

95-4688436

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- 2 (a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,622,423 (including 949,010 shares based upon conversion of bonds CUSIP 419879AD3)
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER 2,622,423 (including 949,010 shares based upon conversion of bonds CUSIP 419879AD3)
	8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,622,423 (including 949,010 shares based upon conversion of bonds CUSIP 419879AD3)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.08%

12 TYPE OF REPORTING PERSON
IA

CUSIP No.: 419879101

1 NAME OF REPORTING PERSON
Mitchell R. Julis

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		SHARED VOTING POWER
	6	2,622,423 (including 949,010 shares based upon conversion of bonds CUSIP 419879AD3)
	7	SOLE DISPOSITIVE POWER
		SHARED DISPOSITIVE POWER
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.08%	
12	TYPE OF REPORTING PERSON IN	

CUSIP No.: 419879101

1	NAME OF REPORTING PERSON Joshua S. Friedman
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		SHARED VOTING POWER
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		SHARED DISPOSITIVE POWER
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.08%

12 TYPE OF REPORTING PERSON
IN

CUSIP No.: 419879101

1 NAME OF REPORTING PERSON
K. Robert Turner

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		SHARED VOTING POWER
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.08%

12 TYPE OF REPORTING PERSON
IN

CUSIP No.: 419879101

ITEM 1(a). NAME OF
ISSUER:

Hawaiian
Holdings, Inc

ADDRESS OF
ISSUER'S

ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

3375 Koapaka
Street
Suite G-350
Honolulu, HI
96819

ITEM 2(a). NAME OF
PERSON
FILING:

This Schedule
13G is being filed
on behalf of the
following
persons*:

Canyon Capital
Advisors LLC
(CCA)
Mitchell R. Julis
Joshua S.
Friedman
K. Robert Turner

CCA is the
investment
advisor to the
following persons:

(i) Canyon Value
Realization Fund,
L.P. (VRF)

(ii) The Canyon
Value Realization
Master Fund
(Cayman), Ltd.
(CVRF)

(iii) Canyon Value
Realization Fund
MAC 18, Ltd.
(CVRFM)

(iv)Canyon
Balanced Master
Fund, Ltd.
(CBEF)
(v)Lyxor/Canyon
Value Realization
Fund Limited
(LCVRF)
(vi)Citi Canyon
Ltd. (Citi)
(vii)Canyon-GRF
Master Fund, L.P.
(GRF)

* Attached as
Exhibit A is a
copy of an
agreement among
the persons filing
(as specified
hereinabove) that
this Schedule 13G
is being filed on
behalf of each of
them.

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

The principal
business office of
the persons
comprising the
group filing this
Schedule 13G is
located at 2000
Avenue of the
Stars, 11th Floor,
Los Angeles, CA
90067.

ITEM 2(c). CITIZENSHIP:
Canyon Capital
Advisors LLC -
Delaware
Mitchell R. Julis -
United States
Joshua S.

Friedman - United
States
K. Robert Turner -
United States

VRF: a Delaware
limited
partnership
CVRF: a Cayman
Islands exempted
limited
partnership
CVRFM: a
Cayman Islands
corporation
CBEF: a Cayman
Islands
corporation
LCVRF: a Jersey
corporation
Citi: a Cayman
Islands
corporation
GRF: a Cayman
Islands
corporation

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock

ITEM 2(e). CUSIP
NUMBER:

419879101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM
4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

2,622,423 (including 949,010 shares based upon conversion of bonds CUSIP 419879AD3)

- (b) Percent of class:

5.08%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

- (ii) Shared power to vote or to direct the vote:

- (iii) Sole power to dispose or to direct the disposition of:

- (iv) Shared power to dispose or to direct the disposition of:

ITEM 5.

OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

ITEM 6.

OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

CCA is an investment advisor to various managed accounts noted above, including VRF,

CVRF, CVRFM,
CBEF, LCVRF, Citi,
and GRF, with the
right to receive, or the
power to direct the
receipt, of dividends
from, or the proceeds
from the sale of the
securities held by,
such managed
accounts. Messrs.
Julis, Friedman, and
Turner control
entities which own
100% of CCA.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY

ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not applicable.

IDENTIFICATION
AND

ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not applicable.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the
securities referred to
above were acquired
and are held in the
ordinary course of
business and were not
acquired and are not

held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

Date

Canyon Capital Advisors LLC

/s/ John H. Simpson

Signature

John H. Simpson, Chief Operating Officer

Name/Title

February 14, 2012

Date

Mitchell R. Julis

/s/ Mitchell R. Julis

Signature

Mitchell R. Julis,

Name/Title

February 14, 2012

Date

Joshua S. Friedman

/s/ Joshua S. Friedman

Signature

Joshua S. Friedman,

Name/Title

SIGNATURE

February 14, 2012

Date

K. Robert Turner

/s/ K. Robert Turner

Signature

K. Robert Turner,

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 419879101

EXHIBIT A

AGREEMENT REGARDING JOINT FILING

The undersigned hereby agree and consent to the joint filing on their behalf of this amendment to Schedule 13G in connection with their beneficial ownership of the common stock of Hawaiian Holdings.

Dated: February 14, 2012

CANYON CAPITAL ADVISORS LLC,
a Delaware limited liability company

By: /s/ John H. Simpson

Name: John H. Simpson

Title: Chief Operating Officer

JOSHUA S. FRIEDMAN

/s/ Joshua S. Friedman

MITCHELL R. JULIS

/s/ Mitchell R. Julis

K. ROBERT TURNER

/s/ K. Robert Turner

SIGNATURE