

US AIRWAYS GROUP INC
Form 425
February 14, 2013

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Under the Securities Exchange Act of 1934

Subject Company: US Airways Group, Inc.
Commission File No. 001-8444

American Airlines and US Airways:

Combination is Good for Alaska

Alaska will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Anchorage.

The combined network will offer improved service through 2 daily departures from Alaska, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

* *Represents average of 2013 published schedule.*

For more information, please visit: www.newAmericanarriving.com

Additional Information and Where To Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger transaction between AMR Corporation (AMR) and US Airways Group, Inc. (US Airways) will be submitted to the stockholders of US Airways for their consideration. AMR expects to file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a prospectus of AMR and a proxy statement of US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways' website at www.usairways.com or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR's website at www.aa.com or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/ Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing investor.relations@aa.com.

US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on and US Airways' current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements except as required by law.

American Airlines and US Airways:

Combination is Good for Alabama

Alabama will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Alabama - Birmingham, Huntsville/Decatur, Montgomery and Mobile.

The combined network will offer improved service through 41 daily departures from Alabama, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 82 people in Alabama.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Arkansas

Arkansas will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Arkansas Little Rock, Fort Smith, Northwest Arkansas and Texarkana.

The combined network will offer improved service through 44 daily departures from Arkansas, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 230 people in Arkansas.**

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American Airlines and US Airways:

Combination is Good for Arizona

Arizona will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Arizona Phoenix, Tucson, Flagstaff-Grand Canyon and Yuma.

Hub operations and fleet and ground service will be located at Phoenix Sky Harbor International Airport.

The combined network will offer improved service through 319 daily departures from Arizona, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 10,100 people in Arizona.**

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American Airlines and US Airways:

Combination is Good for California

California will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 16 locations across California: Los Angeles, San Francisco, Sacramento, San Diego, Oakland, San Jose, Burbank, Long Beach, Monterey, Bakersfield, Fresno, Ontario, Palm Springs, Santa Barbara, San Luis Obispo and Santa Ana-Orange County.

Hub operations and fleet and ground service will be located at Los Angeles International Airport, with fleet and ground service also in San Diego and San Francisco.

The combined network will offer improved service through 367 daily departures from California, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 7,160 people in California.**

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American Airlines and US Airways:

Combination is Good for Colorado

Colorado will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 9 locations across Colorado Denver, Colorado Springs, Aspen, Durango, Eagle/Vail, Grand Junction, Gunnison, Hayden/Steamboat Springs and Montrose.

The combined network will offer improved service through 54 daily departures from Colorado, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 250 people in Colorado.**

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American Airlines and US Airways:

Combination is Good for Connecticut

Connecticut will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Hartford and New Haven.

The combined network will offer improved service through 34 daily departures from Connecticut, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 294 people in Connecticut.**

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American Airlines and US Airways:

Combination is Good for the Washington, DC Region

The District of Columbia, Maryland and Virginia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 10 locations around the DC, Maryland and Virginia region Washington, DC (Dulles and Ronald Reagan); Baltimore and Salisbury/Ocean City, MD; and Richmond, Charlottesville-Albemarle, Lynchburg, Norfolk, Newport and Roanoke, VA.

Hub operations will be located at Ronald Reagan Washington National Airport.

The combined network will offer improved service through 423 daily departures from the region, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 2,400 people in the Washington, DC region.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Pennsylvania and Delaware

**The Pennsylvania-Delaware region will benefit from increased connectivity,
a broader route network, and a stronger, more competitive airline.**

Service

The combined network will serve 8 locations across the Pennsylvania-Delaware region Philadelphia, Pittsburgh, Scranton, Harrisburg, State College, Allentown-Lehigh, Erie and Williamsport.

Hub operations and fleet and ground service will be located at Philadelphia International Airport, with fleet and ground service also in Pittsburgh, and flight operations located in Moon Township.

The combined network will offer improved service through 558 daily departures from Pennsylvania, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 9,100 people in Pennsylvania.**

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American Airlines and US Airways:

Combination is Good for Florida

Florida will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 15 locations across Florida – Daytona Beach, Fort Lauderdale, Gainesville, Jacksonville, Orlando, Miami, Melbourne, Palm Beach, Pensacola, Fort Myers, Sarasota, Tallahassee, Tampa, Valparaiso-Fort Walton and Key West.

Hub operations will be located at Miami International Airport.

The combined network will offer improved service through 556 daily departures from Florida, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 11,650 people in Florida.**

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American Airlines and US Airways:

Combination is Good for Georgia

Georgia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Georgia Hartsfield-Jackson-Atlanta, Savannah-Hilton Head, Augusta and Columbus.

The combined network will offer improved service through 74 daily departures from Georgia, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 580 people in Georgia.**

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