

---

---

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

July 10, 2017  
(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**

Pursuant to 17 CFR Part 243 (“Regulation FD”), the Company is submitting information relating to its financial and operational outlook in an Investor Update as attached in Exhibit 99.2.

In accordance with General Instruction B.2 of Form 8-K, the information under this item 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 8.01. Other Events**

On July 10, 2017, Alaska Air Group, Inc. issued a press release announcing its June 2017 operational results. The press release is furnished herein as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Other Exhibits**

Exhibit 99.1 June 2017 Traffic Press Release dated July 10, 2017

Exhibit 99.2 Investor Update dated July 12, 2017

**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: July 12, 2017

/s/ Brandon S. Pedersen

Brandon S. Pedersen

Executive Vice President/Finance and Chief Financial Officer

# News

## Alaska Air Group

July 10, 2017

**Contact:**

Media Relations  
(206) 304-0008  
[newsroom@alaskaair.com](mailto:newsroom@alaskaair.com)

**Investor contact:**

Lavanya Sareen  
Managing Director, Investor Relations  
(206) 392-5656

### Alaska Air Group reports June 2017 operational results

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

Air Group's acquisition of Virgin America took place on Dec. 14, 2016. Operational results below include Virgin America results from pre-acquisition periods for comparison.

#### AIR GROUP

On a combined basis for all operations, Air Group reported an 8.3 percent increase in traffic on a 6.9 percent increase in capacity compared to June 2016. Load factor increased 1.0 point to 87.3 percent.

The following table shows the operational results for June and year-to-date compared to the prior-year periods<sup>(1)</sup>:

	June			Year-to-Date		
	2017	2016	Change	2017	2016	Change
Revenue passengers (000)	<b>3,933</b>	3,740	5.2%	<b>21,417</b>	20,335	5.3%
Revenue passenger miles RPM (000,000) "traffic"	<b>4,707</b>	4,348	8.3%	<b>25,270</b>	23,747	6.4%
Available seat miles ASM (000,000) "capacity"	<b>5,389</b>	5,040	6.9%	<b>30,005</b>	28,469	5.4%
Passenger load factor	<b>87.3%</b>	86.3%	1.0 pt	<b>84.2%</b>	83.4%	0.8 pt

<sup>(1)</sup> 2016 information has been adjusted to include Virgin America operating results for comparison.

## ALASKA

Alaska reported an 8.7 percent increase in traffic on a 7.5 percent increase in capacity compared to June 2016. Load factor increased 1.0 point to 87.6 percent. Alaska also reported 82.9 percent of its flights arrived on time in June 2017, compared to 86.5 percent reported in June 2016.

The following table shows Alaska's operational results for June and year-to-date compared to the prior-year periods:

	June			Year-to-Date		
	2017	2016	Change	2017	2016	Change
Revenue passengers (000)	<b>2,332</b>	2,182	6.9%	<b>12,767</b>	11,925	7.1%
RPMs (000,000)	<b>3,166</b>	2,912	8.7%	<b>17,314</b>	16,172	7.1%
ASMs (000,000)	<b>3,615</b>	3,363	7.5%	<b>20,344</b>	19,229	5.8%
Passenger load factor	<b>87.6%</b>	86.6%	1.0 pt	<b>85.1%</b>	84.1%	1.0 pt
On-time arrivals as reported to U.S. DOT	<b>82.9%</b>	86.5%	(3.6) pts	<b>80.5%</b>	88.1%	(7.6) pts

## VIRGIN AMERICA

Virgin America traffic increased 5.6 percent on a 4.2 percent increase in capacity compared to June 2016. Load factor increased 1.2 points to 88.2 percent. Virgin America also reported 67.1 percent of its flights arrived on time in June 2017, compared to 72.5 percent in June 2016.

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

	June			Year-to-Date		
	2017	2016	Change	2017	2016	Change
Revenue passengers (000)	<b>744</b>	723	2.9%	<b>3,966</b>	3,852	3.0%
RPMs (000,000)	<b>1,171</b>	1,109	5.6%	<b>6,046</b>	5,779	4.6%
ASMs (000,000)	<b>1,328</b>	1,274	4.2%	<b>7,257</b>	6,953	4.4%
Passenger load factor	<b>88.2%</b>	87.0%	1.2 pts	<b>83.3%</b>	83.1%	0.2 pt
On-time arrivals as reported to U.S. DOT	<b>67.1%</b>	72.5%	(5.4) pts	<b>64.0%</b>	76.2%	(12.2) pts

## REGIONAL

Regional traffic increased 13.1 percent on a 10.7 percent increase in capacity compared to June 2016. Load factor increased 1.9 points to 83 percent. Regional also reported 79.8 percent of its flights arrived on time in June 2017, compared to 84.6 percent in June 2016.

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

---

	June			Year-to-Date		
	2017	2016	Change	2017	2016	Change
Revenue passengers (000)	857	836	2.5%	4,684	4,558	2.8%
RPMs (000,000)	370	327	13.1%	1,910	1,796	6.3%
ASMs (000,000)	446	403	10.7%	2,404	2,287	5.1%
Passenger load factor	83.0%	81.1%	1.9 pts	79.5%	78.5%	1.0 pt
On-time arrivals as reported to U.S. DOT	79.8%	84.6%	(4.8) pts	78.7%	88.2%	(9.5) pts

Alaska Airlines, together with Virgin America and its regional partners, flies 40 million guests a year to 118 destinations with an average of 1,200 daily flights across the United States and to Mexico, Canada, Costa Rica and Cuba. 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 Satisfaction Study for 10 consecutive years from 2008 to 2017. Alaska Mileage Plan ranked “[Highest in Customer Satisfaction with Airline Loyalty Rewards Programs](#)” in the J.D. Power 2016 Airline Loyalty/Rewards Program Satisfaction Report for the last three consecutive years. Learn more about Alaska’s award-winning service and unmatched reliability at [newsroom.alaskaair.com](#) and [blog.alaskaair.com](#). Alaska Airlines, Virgin America and Horizon Air are subsidiaries of Alaska Air Group (NYSE: ALK).

###

# Alaska Air Group

## Investor Update - July 12, 2017

### Note to Investors

This abbreviated Investor Update is being provided to communicate certain actual second quarter 2017 operating statistics. It includes forecasted passenger unit revenue (PRASM), total unit revenue (RASM), unit cost excluding fuel (CASMex), estimated economic fuel cost per gallon for the quarter, expected non-operating income, second quarter share repurchase information, and other information deemed relevant to investors.

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 second quarter earnings release scheduled for July 26, 2017.

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, 2016, 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

### Operating Statistics

For the purposes of comparison, the consolidating operating statistics in the historical period of the table below are on a "Combined Comparative" basis, and include operations for Alaska Air Group and Virgin America Inc. (Virgin America) for the periods prior to the acquisition date of December 14, 2016. Virgin America's historical operating statistics included in the Combined Comparative presentation below have been conformed to Alaska Air Group's presentation where appropriate.

	Q2 2017	Q2 2016 Combined Comparative	% Change	Q2 2016 As Reported
Revenue passengers (in thousands)	11,400	10,734	6.2%	8,647
Traffic (RPMs in millions)	13,554	12,562	7.9%	9,397
Capacity (ASMs in millions)	15,611	14,751	5.8%	11,062
Load factor	86.8%	85.2%	1.6 pt	84.9%

### Forecast Information

The following table provides a Combined Comparative perspective, calculated as the sum of 2016 historical results for Alaska Air Group and Virgin America for the prior year quarter, which was before the acquisition date of December 14, 2016.

	Q2 2017 Forecast	Q2 2016 Combined Comparative	% Change	Q2 2016 As Reported	Prior Guidance June 15, 2017	
Passenger revenue per ASM (cents)	11.53¢ - 11.57¢	11.16¢	~ 3.5%	11.42¢	N/A	N/A
Revenue per ASM (cents)	13.42¢ - 13.46¢	13.01¢	~ 3.5%	13.51¢	N/A	N/A
Cost per ASM excluding fuel and special items (cents)	7.94¢ - 7.98¢	7.69¢	~ 3.5%	7.78¢	7.95¢ - 8.00¢	~ 3.5%
Fuel gallons (000,000)	201	187	~ 7%	138	200	~ 7%
Economic fuel cost per gallon <sup>(a)</sup>	\$1.71	\$1.54	~ 11%	\$1.53	\$1.72	~ 11.5%

(a) Our economic fuel cost per gallon estimate for the second quarter includes the following per-gallon assumptions: crude oil cost - \$1.15 (\$48 per barrel); refining margin - 35 cents; cost of settled hedges - 2 cents; with the remaining difference due to taxes and other into-plane costs.

### Nonoperating Expense

We expect that our consolidated nonoperating expense will be approximately \$13 million in the second quarter of 2017.

### Stock Repurchase and Share Count

In 2017, we have repurchased a total of 256,680 shares of common stock for approximately \$22 million. We expect our weighted-average basic and diluted share counts will be approximately 124 million for the second quarter of 2017.