

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

☒ Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

*Alaska Air Group, Inc.*

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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- Go to [www.envisionreports.com/alk](http://www.envisionreports.com/alk)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

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Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

**[www.envisionreports.com/alk](http://www.envisionreports.com/alk)**



**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.envisionreports.com/alk](http://www.envisionreports.com/alk) to view the materials.

**Step 2: Click on **Cast Your Vote** or **Request Materials**.**

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**



**Obtaining a Copy of the Proxy Materials** – If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 8, 2013, to facilitate timely delivery.

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## Alaska Air Group's Stockholder Meeting Notice

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Alaska Air Group's Annual Meeting of Stockholders will be held on May 21, 2013, at the Bell Harbor International Conference Center, 2211 Alaskan Way, Pier 66, Seattle, Washington, at 2 p.m., Pacific Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all the nominees listed, a vote **FOR** Proposals 2 and 3, and a vote **AGAINST** Proposal 4.

1. Election of Directors:

01. William S. Ayer	02. Patricia M. Bedient	03. Marion C. Blakey	04. Phyllis J. Campbell	05. Jessie J. Knight, Jr.
06. R. Marc Langland	07. Dennis F. Madsen	08. Byron I. Mallott	09. J. Kenneth Thompson	10. Bradley D. Tilden
11. Eric K. Yeaman				
2. Ratification of the appointment of KPMG LLP as the Company's independent registered accountants for the Fiscal Year 2013.
3. Advisory vote to approve the compensation of the Company's Named Executive Officers.
4. Stockholder proposal regarding limiting acceleration of equity in connection with a change in control.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Employees who hold shares in one of the Company's 401(k) plans may not vote these shares in person at the meeting.

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### Directions to the Alaska Air Group, Inc. 2013 Annual Stockholders Meeting

The Bell Harbor International Conference Center is located in downtown Seattle along the waterfront at Pier 66. Parking is available across the street in the Art Institute of Seattle parking garage. From the parking garage, walk across the skybridge and take the elevator to the 3<sup>rd</sup> floor of the Bell Harbor International Conference Center.

#### Directions from Interstate 5 North and South

From Interstate 5, take Exit 167 (Mercer Street/Seattle Center), merge onto Mercer Street, continue onto Broad Street, turn left onto Elliott Avenue, pass the Wall Street intersection and enter the Art Institute of Seattle parking garage on your immediate right (2323 Elliott Ave).

#### Directions from Interstate-90 West

Take exit 2C for Interstate 5 North, take exit for Madison Street/Convention Place, take 1st left onto Madison Street, turn right onto Alaskan Way, turn right onto Wall Street, take 1st right onto Elliott Avenue, take immediate right into the Art Institute of Seattle parking garage (2323 Elliott Ave).



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### Here's how to order a copy of the proxy materials and select a future delivery preference:

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to [www.envisionreports.com/alk](http://www.envisionreports.com/alk). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Alaska Air Group, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse side, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 8, 2013.