

ALASKA AIR GROUP INC  
Form 8-K  
January 08, 2008

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**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**

January 8, 2008

(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)

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(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)

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- “ 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))
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References in this report on Form 8-K to Air Group, Company, we, us, and our refer to Alaska Air Group, Inc. and its subsidiaries, unless otherwise specified. Alaska Airlines, Inc. and Horizon Air Industries, Inc. are referred to as Alaska and Horizon, respectively, and together as our airlines.

#### FORWARD-LOOKING INFORMATION

This report 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. Some of the things that could cause our actual results to differ from our expectations are:

the competitive environment and other trends in our industry;

changes in our operating costs, including fuel, which can be volatile;

labor disputes and our ability to attract and retain qualified personnel;

the amounts of potential lease termination payments with lessors for our remaining MD-80 leased aircraft and related sublease payments from sublessees, if applicable;

our significant indebtedness;

compliance with our financial covenants;

potential downgrades of our credit ratings and the availability of financing;

the implementation of our growth strategy;

our ability to meet our cost reduction goals;

operational disruptions;

general economic conditions, as well as economic conditions in the geographic regions we serve;

the concentration of our revenue from a few key markets;

actual or threatened terrorist attacks; global instability and potential U.S. military actions or activities;

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insurance costs;

changes in laws and regulations;

increases in government fees and taxes;

our inability to achieve or maintain profitability;

fluctuations in our quarterly results;

an aircraft accident or incident;

liability and other claims asserted against us;

our reliance on automated systems and the risks associated with changes made to those systems; and

our reliance on third-party vendors and partners.

For a discussion of these and other risk factors, see Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2006. All of the forward-looking statements are qualified in their entirety by reference to the risk factors discussed therein. These risk factors may not be exhaustive. 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.

**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 for the fourth quarter of 2007. This report includes information regarding forecasts of available seat miles (ASMs), cost per available seat mile (CASM) excluding fuel consumption, as well as certain actual results for revenue passenger miles (RPMs), load factor and revenue per available seat mile (RASM), for its subsidiaries Alaska Airlines, Inc. and Horizon Air Industries, Inc. Our disclosure of operating cost per available seat mile, excluding fuel, provides us the ability to measure and monitor our performance without these items. 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.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 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.

**Alaska Airlines**

***Alaska Airlines Mainline Capacity and Unit Cost Forecast***

The information for Alaska Airlines below reflects mainline information, which excludes contract flying provided by Horizon and contract flying between Anchorage and Dutch Harbor, AK, provided by a third party. As described in previous filings, Alaska reclassified the revenues and costs for prior periods that are associated with the Dutch Harbor flying. As a result of this reclassification, CASM excluding fuel and other noted items for the fourth quarter of 2006 that was originally reported as 8.06 cents will now be reported as 8.00 cents. Mainline total RASM that was originally reported as 10.99 cents will now be reported as 10.93 cents.

	<b>Forecast</b>	<b>Change</b>
	<b>Q4 2007</b>	<b>Yr/Yr</b>
Capacity (ASMs in millions)	6,020	4.6%
Cost per ASM as reported on a GAAP basis (cents)*	11.1	11.2
Less: Fuel cost per ASM (cents)*	3.3	
Cost per ASM excluding fuel (cents)*	7.8	7.9 (1 - 2)%

\* For Alaska, our forecasts of mainline cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ from actual results due to several factors including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the fourth quarter and the actual favorable adjustments to the value of our fuel-hedging portfolio in October and November. We expect that our economic fuel cost per ASM will be higher. See page 6 Other Financial Information Calculation of Economic Fuel Cost per Gallon below for additional information regarding fuel costs.

**Alaska Airlines Mainline Traffic and Revenue**

Alaska's December mainline traffic increased 6.3% to 1.561 billion RPMs from 1.469 billion flown a year earlier. Mainline capacity during December was 2.059 billion ASMs, 5.2% higher than the 1.957 billion in December 2006. The mainline passenger load factor (the percentage of available seats occupied by fare-paying passengers) for the month was 75.8%, compared to 75.1% in December 2006. The airline carried 1,434,600 passengers compared to 1,412,400 in December 2006.

As previously reported, November 2007 mainline passenger RASM increased 3.4% compared to November 2006. Mainline total RASM increased by 1.8%. October 2007 mainline passenger RASM was up 3.6% because of higher yields. Mainline total RASM was up 4.1% compared to October 2006.

**Alaska Purchased Capacity Flying**

As discussed in our previous filings, Alaska and Horizon entered into a Capacity Purchase Agreement (CPA) effective January 1, 2007, whereby Alaska purchases capacity on certain routes (incentive markets) from Horizon. In addition, Alaska has a capacity purchase agreement with a third party for service between Anchorage and Dutch Harbor, AK. Under these agreements, the actual passenger revenue from the incentive markets and between Anchorage and Dutch Harbor is identified as Passenger revenue purchased capacity and the associated costs are identified as Purchased capacity costs on Alaska Airlines statement of operations. During the first nine months of 2007, expenses associated with purchased capacity exceeded the related revenues by \$12.6 million

Revenues in the incentive markets covered by the CPA with Horizon are highly seasonal in nature and, accordingly, we expect that Passenger revenue purchased capacity will again fall below costs in the fourth quarter, resulting in a full-year loss from purchased capacity flying in excess of the amount recorded in the first nine months of 2007. For the first two months of the fourth quarter, expenses exceeded related revenues by approximately \$5.6 million.

**Horizon Air**

<i>Horizon Total System Capacity and Unit Cost Forecast</i>	<b>Forecast Q4 2007</b>	<b>Change Yr/Yr</b>
Capacity (ASMs in millions)	996	10.3%
Cost per ASM as reported on a GAAP basis (cents)*	18.8	4%
Less: Fuel cost per ASM (cents)*	4.1	23%
Cost per ASM excluding fuel (cents)*	14.7	

\* For Horizon, our forecasts of cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ from actual results. There are several factors impacting our estimates including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the fourth quarter and the actual favorable adjustments to the value of our fuel-hedging portfolio in October and November. We expect that our economic fuel cost per ASM will be higher. See page 6 for additional information regarding fuel costs.

Our estimated cost per ASM excluding fuel decreased from our prior guidance of 14.9 - 15.0 cents due primarily to lower than expected maintenance costs because of the timing of certain maintenance events. Horizon's CASM includes the expected loss on the sublease of Q200 aircraft to a third party. We expect the loss will be approximately \$1.3 million per aircraft, which will be recorded when the aircraft leave our operating fleet. We delivered three of the Q200s to the third party during the fourth quarter, for a total charge of approximately \$3.9 million.

**Horizon Traffic and Revenue**

Horizon's total December traffic increased 7.8% to 232.6 million RPMs from 215.8 million flown a year earlier. Total capacity during December was 321.2 million ASMs, 7.8 % higher than the 298.0 million in December 2006. The airline carried 637,000 passengers compared to 553,200 in December 2006. Passenger load factor was unchanged at 72.4%. December 2006 statistics include Frontier JetExpress flying, but December 2007 statistics represent only Horizon's network flying as the Frontier JetExpress agreement ended in November 2007. The JetExpress capacity has been redeployed to the Horizon network.

Horizon's line-of-business capacity mix and load factor information for the fourth quarter is presented below:

**Fourth Quarter 2007**

	Capacity Mix			Load Factor	
	Actual	% Change	Current	Actual	Point change Y-O-Y
	(000s)		% Total		
<b>Brand Flying</b>	<b>568,100</b>	30.0%	<b>57%</b>	<b>70.3%</b>	(4.0) pts
<b>Alaska CPA</b>	<b>369,202</b>	39.8%	<b>37%</b>	<b>NM</b>	
<b>Frontier</b>	<b>58,727</b>	(70.9)%	<b>6%</b>	<b>NM</b>	
<b>System Total</b>	<b>996,029</b>	10.3%	<b>100%</b>	<b>72.6%</b>	(0.4) pts

Horizon's line-of-business traffic and revenue information for October and November is presented below. December yield and RASM information is not yet available. In both CPA arrangements, Horizon is insulated from market revenue factors and is guaranteed contractual revenue amounts based on operational capacity. As a result, yield and load factor information is not presented.

**October and November 2007**

	Capacity Mix			Load Factor		Yield		RASM	
	Actual	% Change	Current	Actual	Point change Y-O-Y	Actual	% Change	Actual	% Change
	(000s)		% Total						
<b>Brand Flying</b>	<b>373,765</b>	29.2	<b>55%</b>	<b>70.1%</b>	(4.1) pts	<b>24.72¢</b>	(8.7)	<b>17.75¢</b>	(13.1)
<b>Alaska CPA</b>	<b>242,333</b>	36.1	<b>35%</b>	<b>NM</b>		<b>NM</b>		<b>20.39¢</b>	(2.1)
<b>Frontier CPA</b>	<b>58,727</b>	(57.3)	<b>10%</b>	<b>NM</b>		<b>NM</b>		<b>7.36¢</b>	13.9
<b>System Total</b>	<b>674,825</b>	11.6	<b>100%</b>	<b>72.7%</b>	(0.7) pts	<b>24.16¢</b>	3.5	<b>17.79¢</b>	2.6

Horizon brand flying includes those routes in the Horizon system not covered by either of its capacity purchase arrangements. Horizon bears the revenue risk in its brand flying markets. Revenue from the Alaska CPA is eliminated in consolidation.

**Other Financial Information**

*Liquidity and Capital Resources*

As of December 31, 2007, Air Group cash and short-term investments totaled approximately \$817 million.

*Share Repurchase Program*

Through December 31, 2007, the Company had repurchased 2,593,282 shares of its common stock for approximately \$63 million.

*Fuel Hedging*

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 the cash we receive from hedge counterparties for hedges that settle during the period, offset by the premium expense that we recognize. A reconciliation of *economic fuel expense* to our *GAAP fuel expense* is presented below. *GAAP fuel expense* is defined as the raw fuel cost plus the effect of mark-to-market adjustments that we include in our income statement as the value of our fuel-hedging portfolio increases and decreases. A key difference between *GAAP fuel expense* and *economic fuel expense* is the timing of gain or loss recognition.

*Calculation of Economic Fuel Cost Per Gallon*

October and November 2007 (unaudited)	Alaska Airlines		Horizon Air	
	(\$ in millions)	Alaska Airlines cost/gallon	(\$ in millions)	Horizon Air cost/gallon
Raw or into-plane fuel cost	\$ 156.7	\$ 2.73	\$ 31.9	\$ 2.79
Benefit of settled hedges	(15.8)	(0.28)	(3.0)	(0.26)
<b>Economic fuel expense</b>	<b>\$ 140.9</b>	<b>\$ 2.45</b>	<b>\$ 28.9</b>	<b>\$ 2.53</b>
Adjustments to reflect timing of gain or loss recognition resulting from mark-to-market accounting	(18.7)	(0.32)	(3.5)	(0.31)
<b>GAAP fuel expense</b>	<b>\$ 122.2</b>	<b>\$ 2.13</b>	<b>\$ 25.4</b>	<b>\$ 2.22</b>

We expect economic fuel cost per gallon to be approximately \$2.46 for Alaska and \$2.54 for Horizon for the fourth quarter.

Expected fuel consumption for the fourth quarter of 2007 is:

	Fuel gallons (000,000)	Change Yr/Yr
Alaska	87.2	
Horizon	17.5	28%



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Alaska Air Group's future hedge positions are as follows:

	Approximate % of Expected Fuel Requirements	Approximate Crude Oil Price per Barrel
Fourth Quarter 2007	50%	\$ 62.27
First Quarter 2008	50%	\$ 66.88
Second Quarter 2008	38%	\$ 66.71
Third Quarter 2008	33%	\$ 68.62
Fourth Quarter 2008	34%	\$ 68.21
First Quarter 2009	5%	\$ 67.68
Second Quarter 2009	5%	\$ 67.50
Third Quarter 2009	6%	\$ 68.25
Fourth Quarter 2009	5%	\$ 67.20

**Operating Fleet Plan**

The following table summarizes firm aircraft commitments for Alaska (B737-800) and Horizon (Q400) by year.

	2008	2009	2010	Thereafter	Total
B737-800*	17	6	6	3	32
Q-400	3	12			15
Totals	20	18	6	3	47

In addition to the firm orders noted above, Alaska has options to acquire 45 additional B737-800s and Horizon has options to acquire 20 Q400s.

Giving consideration to the current fleet transition plans for both Alaska and Horizon, the following table displays our actual and expected fleet count for the dates reflected below:

Alaska Airlines	Seats	Actual 31-Dec-06	Actual 31-Dec-07	Planned 31-Dec-08
737-200		2		
737-400F**		1	1	1
737-400C**	72		5	5
737-400	144	39	34	32
737-700	124	22	20	20
737-800*	157	15	29	46
737-900	172	12	12	12
MD-80	140	23	14	
Totals		114	115	116

Horizon Air	Seats	Actual 31-Dec-06	Actual 31-Dec-07	Planned 31-Dec-08
Q200	37	28	16	10
Q400	74-76	20	33	36
CRJ-700	70	21	21	20
Totals		69	70	66

\* The total includes one additional leased aircraft in 2008.

\*\* F=Freighter; C=Combination freighter/passenger

**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: January 8, 2008

/s/ Brandon S. Pedersen  
Brandon S. Pedersen

Vice President/Finance and Controller

/s/ Bradley D. Tilden  
Bradley D. Tilden

Executive Vice President/Finance and Planning and Chief  
Financial Officer