

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form 8-K  
September 27, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 26, 2013

Atlas Air Worldwide Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-16545

13-4146982

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2000 Westchester Avenue, Purchase, New  
York

10577

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-701-8000

Not Applicable

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:

- 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))



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**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On September 26, 2013, as part of its regular review of the corporate governance policies of Atlas Air Worldwide Holdings, Inc. (the "Company" or "AAWW"), the Board of Directors (the "Board") of the Company approved an amendment to the Company's Code of Ethics Applicable to the Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors (the "Code"). The Code is AAWW's written code of ethics satisfying the requirements of Item 406 of Regulation S-K. The amendment provides that persons covered under the Code should bring to the attention of the Audit Committee of the Board (i) instances of fraud (whether or not material) involving individuals who have a significant role in AAWW's internal control over financial reporting or (ii) information concerning significant deficiencies or material control weaknesses in the design or operation of AAWW's internal control over financial reporting. The Code as amended will be posted as soon as practicable on the Company's website at [www.atlasair.com](http://www.atlasair.com).

The foregoing description of the Code is subject to and qualified in its entirety by reference to the full text of the Code, a copy of which is filed as Exhibit 14 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.05.

**Item 9.01 Financial Statements and Exhibits.**

14 - Atlas Air Worldwide Holdings, Inc. Code of Ethics Applicable to the Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors.

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**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 hereunto duly authorized.

Atlas Air Worldwide Holdings, Inc.

*September 27, 2013*

By: *Adam R. Kokas*

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*Name: Adam R. Kokas*

*Title: Senior Vice President, General Counsel, Secretary and  
Chief Human Resources Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
14	Atlas Air Worldwide Holdings, Inc. Code of Ethics Applicable to the Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors.