

US AIRWAYS GROUP INC  
Form 425  
June 17, 2013

Filed by AMR Corporation

Commission File No. 1-8400

Pursuant to Rule 425 Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-6

Under the Securities Exchange Act of 1934

Subject Company: US Airways Group, Inc.

Commission File No. 001-8444

*The following communication was distributed to the Customer Relations team of AMR Corporation to assist them in responding to customer inquiries.*

Thank you for your inquiry. This is a historic time as American Airlines and US Airways announce plans to create the new American Airlines. The combined company will retain the iconic American Airlines brand, and together we plan to create a premier global carrier that provides customers with access to more choices across a larger global network.

**(Opt para what will happen to my miles after merger?)** AAdvantage® miles are secure and existing miles will continue to be honored. In addition, customers can continue to earn miles through existing AAdvantage® participating companies and can redeem those miles for the same great awards – flights, upgrades, car rentals and hotels just to name a few.

**(opt para can I earn AAdv miles on US Air)** At this time, customers cannot earn AAdvantage® miles on US Airways flights. American and US Airways will remain separate companies and each company will maintain its current loyalty program.

**(opt para Am I losing any of my elite benefits?)** We will maintain our AAdvantage® program. Elite qualifying miles and your elite status, including lifetime status granted under the Million Miler program are secure and remain intact. In addition, customers can continue to earn miles through existing AAdvantage® participating companies and can redeem those miles for the same great awards – flights, upgrades, car rentals and hotels just to name a few.

**(opt para, are you still partnering with Citi)** There is no impact to your Citi / AAdvantage® credit card account and your American Airlines AAdvantage® miles are secure.

Once the merger is complete, the new American will evaluate how best to structure its loyalty program. Ultimately, the combined company is expected to offer members more opportunities to earn and burn miles from an expanded global network of routes and partnerships, unmatched redemption options including flights, hotels, car rentals, vacation packages, one-way awards and lounge memberships, and much more.

At this time, American and US Airways will remain separate companies and each company will maintain its current loyalty program – our AAdvantage® program and US Airways Dividend Miles. We expect the transaction to close in the third quarter of 2013, subject to customary approvals and closing conditions, and will keep you updated throughout the process.

We remain committed to providing an exceptional travel experience with you, our customers, positioned firmly at the center of everything we do. Thank you for your continued loyalty, and we look forward to welcoming you aboard.

#### **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. AMR Corporation ( AMR ) has filed with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4, which includes a proxy statement of US Airways Group, Inc. ( US Airways ) that also constitutes a prospectus of AMR, and US Airways has filed with the SEC its definitive proxy statement on Schedule 14A. AMR and US Airways have mailed the proxy statement/prospectus to US Airways security holders. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE

URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the proxy statement/prospectus and other documents containing important information about AMR and US Airways through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways can be obtained free of charge on US Airways' website at [www.usairways.com](http://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 can be obtained free of charge on AMR's website at [www.aa.com](http://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](mailto: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 Annual Report on Form 10-K/A, which was filed with the SEC on April 16, 2013, and the proxy statement/prospectus related to the proposed transaction. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K/A, which was filed with the SEC on April 16, 2013, and the definitive proxy statement/prospectus related to the proposed transaction. These documents can be obtained free of charge from the sources indicated above.

#### **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: the challenges and costs of the proposed transaction, including integrating operations and achieving anticipated synergies; the price of, market for and potential market price volatility of common stock of the ultimate parent entity following the closing of the proposed transaction; significant liquidity requirements and substantial levels of indebtedness of the combined company following the closing; potential limitations on the use of certain tax attributes following the closing; failure of the proposed transaction to be completed; and other economic, business, competitive, and/or regulatory factors affecting the business of the combined company after the closing and 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 and the proxy statement/prospectus related to the proposed transaction. 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.