

DELTA AIR LINES INC /DE/

Form 425

November 15, 2006

**Table of Contents**

**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): November 15, 2006  
US AIRWAYS GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware (State of jurisdiction)	1-8444 (Commission File No.)	54-1194634 (IRS Employer Identification No.)
-------------------------------------	---------------------------------	--

111 West Rio Salado Parkway  
Tempe, Arizona 85281

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (480) 693-0800

**US AIRWAYS, INC.**

(Exact name of registrant as specified in its charter)

Delaware (State of jurisdiction)	1-8442 (Commission File No.)	53-0218143 (IRS Employer Identification No.)
-------------------------------------	---------------------------------	--

111 West Rio Salado Parkway  
Tempe, Arizona 85281

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (480) 693-0800

**AMERICA WEST AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware (State of jurisdiction)	0-12337 (Commission File No.)	86-0418245 (IRS Employer Identification No.)
-------------------------------------	----------------------------------	--

4000 E. Sky Harbor Boulevard  
Phoenix, Arizona 85034-3899

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (480) 693-0800

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))



**TABLE OF CONTENTS**

Item 7.01. Regulation FD Disclosure

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1: INVESTOR PRESENTATION

EX-99.2: PRESS RELEASE

EX-99.3: LETTER FROM W. DOUGLAS PARKER

EX-99.4: LETTER FROM GERALD GRINSTEIN

EX-99.5: LETTER FROM W. DOUGLAS PARKER

---

**Table of Contents**

**Item 7.01. Regulation FD Disclosure.**

On November 15, 2006, US Airways Group, Inc., (the Company ) presented information to investors relating to a proposed business combination transaction with Delta Air Lines, Inc. ( Delta ). This investor presentation is located on the Company s website at www.usairways.com under Investor Relations. A copy of this presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On November 15, 2006, the Company announced via press release that it has made a proposal with respect to a business combination transaction with Delta. A copy of this press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company s press release references correspondence between the Company and Delta, copies of which are attached as Exhibits 99.3, 99.4 and 99.5 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Investor Presentation, dated November 15, 2006.
99.2	Press Release, dated November 15, 2006.
99.3	Letter from W. Douglas Parker to Gerald Grinstein, dated September 29, 2006.
99.4	Letter from Gerald Grinstein to W. Douglas Parker, dated October 17, 2006.
99.5	Letter from W. Douglas Parker to Gerald Grinstein, dated November 15, 2006.

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, US Airways Group, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**US Airways Group, Inc.**

Dated: November 15, 2006

By: /s/ Derek J. Kerr  
Derek J. Kerr  
Senior Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, US Airways, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**US Airways, Inc.**

Dated: November 15, 2006

By: /s/ Derek J. Kerr  
Derek J. Kerr  
Senior Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, America West Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**America West Airlines, Inc.**

Dated: November 15, 2006

By: /s/ Derek J. Kerr  
Derek J. Kerr  
Senior Vice President and Chief  
Financial Officer

---

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Investor Presentation, dated November 15, 2006.
99.2	Press Release, dated November 15, 2006.
99.3	Letter from W. Douglas Parker to Gerald Grinstein, dated September 29, 2006.
99.4	Letter from Gerald Grinstein to W. Douglas Parker, dated October 17, 2006.
99.5	Letter from W. Douglas Parker to Gerald Grinstein, dated November 15, 2006.