Allegiant Travel CO Form SC 13G/A May 15, 2009

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

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (Amendment No. 4)¹

ALLEGIANT TRAVEL COMPANY

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE (Title of class of securities)

01748X102

(CUSIP Number)

May 5, 2009

(Date of event which requires filing of this statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

þ Rule 13d-1(c)

o Rule 13d-1(d)

(Continued on the following pages)

(Page 1 of 8 pages)

¹ The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

SCHEDULE 13G

Page <u>2</u> of <u>8</u> Pages

CUSIP No. 01748X102

NAMES OF REPORTING PERSONS

1

PAR Investment Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a) o
- (b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

State of Delaware

SOLE VOTING POWER

	5	
NUMBER OF		1,911,150 COMMON STOCK, \$0.001 PAR VALUE
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	-	1,911,150 COMMON STOCK, \$0.001 PAR VALUE
WITH	8	SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,911,150 COMMON STOCK, \$0.001 PAR VALUE

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	9.45% COMMON STOCK, \$0.001 PAR VALUE
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

SCHEDULE 13G

Page <u>3</u> of <u>8</u> Pages

CUSIP No. 01748X102

NAMES OF REPORTING PERSONS

1

PAR Group, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) o

(b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

State of Delaware

SOLE VOTING POWER

	5	
NUMBER OF		1,911,150 COMMON STOCK, \$0.001 PAR VALUE
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		1,911,150 COMMON STOCK, \$0.001 PAR VALUE
WITH	8	SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,911,150 COMMON STOCK, \$0.001 PAR VALUE

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	9.45% COMMON STOCK, \$0.001 PAR VALUE
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

SCHEDULE 13G

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CUSIP No. 01748X102

NAMES OF REPORTING PERSONS

1

PAR Capital Management, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) o

(b) þ

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

State of Delaware

5

SOLE VOTING POWER

NUMBER OF	5	1,911,150 COMMON STOCK, \$0.001 PAR VALUE
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		1,911,150 COMMON STOCK, \$0.001 PAR VALUE
WITH	8	SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,911,150 COMMON STOCK, \$0.001 PAR VALUE

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	9.45% COMMON STOCK, \$0.001 PAR VALUE
10	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
12	
	CO

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STATEMENT ON SCHEDULE 13G

Not Applicable Item 4. Ownership: (a) Amount Beneficially Owned:	Item 1(a).	Name of Issuer:
3301 N. Buffalo Drive Suite 8-9 Las Vegas, NV 89129 Item 2(a) Names of Person Filing: PAR Investment Partners, L.P PAR Group, L.P. PAR Capital Management, Inc. Item 2(b) Business Mailing Address for the Person Filing: PAR Capital Management, Inc. One International Place, Suite 2401 Boston, MA 02110 Item 2(c) Citizenship: State of Delaware Item 2(e) CUSIP Number: 01748X102 Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing i Not Applicable Item 4. Ownership: (a) Amount Beneficially Owned: 9.45% COMMON STOCK, \$0.001 PAR VALUE (b) Percent of Class: 9.45% COMMON STOCK, \$0.001 PAR VALUE (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: (j) shared power to vote or to direct the vote: (j) shared power to vote or to direct the vote:		Allegiant Travel Company
Suite 8-9 Las Vegas, NV 89129 Item 2(a) Manes of Person Filing: PAR Investment Partners, L.P. PAR Group, L.P. PAR Capital Management, Inc. Dealer and the person Filing: PAR Capital Management, Inc. Dealer and the person Filing: PAR Capital Management, Inc. Dealer and place, Suite 2401 Boston, MA 02110 Brance State of Delaware State of Delaware COMMON STOCK, S0.001 PAR VALUE State of Delaware Item 3: Optimizer Optimizer Item 4: Machapitable Item 4: Outsership: Item 4: Optimizer Item 4: Parcent of Class: Item 5:	Item 1(b).	Address of Issuer's Principal Executive Offices:
Isa Vegas, NV 89129 Isa Vegas, NV 80120 Isa Vegas, NV 801		3301 N. Buffalo Drive
Item 2(a). Names of Person Filing: PAR Investment Partners, L.P PAR Group, L.P. PAR Capital Management, Inc. Item 2(b). Business Mailing Address for the Person Filing: PAR Capital Management, Inc. One International Place, Suite 2401 Boston, MA 02110 Item 2(c). Citizenship: State of Delaware Item 2(d). Title of Class of Securities: COMMON STOCK, \$0.001 PAR VALUE Item 2(e). CUSIP Number: 01748X102 Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing i Not Applicable Item 4. Ownership: (a) Amount Beneficially Owned: USIP Number: 01748X102 Item 4. Ownership: 01748X102 (b) Percent of Class: 0.45% COMMON STOCK, \$0.001 PAR VALUE (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 1,911,150 COMMON STOCK, \$0.001 PAR VALUE (ii) shared power to vote or to direct the vote:		Suite 8-9
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 (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 1,911,150 COMMON STOCK, \$0.001 PAR VALUE (ii) shared power to vote or to direct the vote: 		(b) Percent of Class:
 (i) sole power to vote or to direct the vote: 1,911,150 COMMON STOCK, \$0.001 PAR VALUE (ii) shared power to vote or to direct the vote: 		9.45% COMMON STOCK, \$0.001 PAR VALUE
1,911,150 COMMON STOCK, \$0.001 PAR VALUE (ii) shared power to vote or to direct the vote:		(c) Number of shares as to which such person has:
(ii) shared power to vote or to direct the vote:		(i) sole power to vote or to direct the vote:
-		1,911,150 COMMON STOCK, \$0.001 PAR VALUE
		(ii) shared power to vote or to direct the vote:
(iii) sole power to dispose or to direct the disposition of:		(iii) sole power to dispose or to direct the disposition of:
1,911,150 COMMON STOCK, \$0.001 PAR VALUE		1,911,150 COMMON STOCK, \$0.001 PAR VALUE

(iv) shared power to dispose or to direct the disposition of:

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Ownership of Five Percent or Less of a Class:
Not Applicable
Ownership of More than Five Percent on Behalf of Another Person:
Not Applicable
Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not Applicable
Identification and Classification of Members of the Group:
Not Applicable
Notice of Dissolution of Group:
Not Applicable
Certification:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 15, 2009

PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.

its general partner By: PAR CAPITAL MANAGEMENT, INC. its general partner

By: <u>/s/ Gina DiMento</u> Gina DiMento, Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC. its general partner

By: <u>/s/ Gina DiMento</u> Gina DiMento, Vice President

PAR CAPITAL MANAGEMENT, INC.

By: <u>/s/ Gina DiMento</u> Gina DiMento, Vice President

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the COMMON STOCK, \$0.001 PAR VALUE of ALLEGIANT TRAVEL COMPANY and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 17th day of February, 2009.

PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.

its general partner

By: PAR CAPITAL MANAGEMENT, INC.

its general partner

By: <u>/s/ Gina DiMento</u>

Gina DiMento, Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC.

its general partner

By: /s/ Gina DiMento

Gina DiMento, Vice President

PAR CAPITAL MANAGEMENT, INC.

By: <u>/s/ Gina DiMento</u>

Gina DiMento, Vice President