

ALASKA AIR GROUP, INC.
Form 8-K
May 15, 2014

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

May 8, 2014
(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)

(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)
- 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Departure of Director or Certain Officers.

On May 9, 2014, Keith Loveless, the Company's Executive Vice President and General Counsel, announced his intention to retire from the Company effective October 1, 2014.

ITEM 5.07. Submission of Matters to a Vote of Security Holders

(a) The Company's Annual Meeting of Stockholders was held on May 8, 2014.

(b) At the Annual Meeting, all ten directors were elected for one-year terms expiring on the date of the Annual Meeting in 2015. The results of the voting in the election of directors were as follows:

Proposal 1. Election of nominees for the Board of Directors:

| Board Nominees | For | Against | Abstain | Broker Non Votes |
|-----------------------|------------|-----------|---------|------------------|
| Patricia M. Bedient | 55,641,056 | 49,139 | 286,953 | 3,932,165 |
| Marion C. Blakey | 55,635,149 | 52,871 | 289,128 | 3,932,165 |
| Phyllis J. Campbell | 54,870,919 | 818,959 | 287,270 | 3,932,165 |
| Jessie J. Knight, Jr. | 55,070,897 | 617,537 | 288,714 | 3,932,165 |
| Dennis F. Madsen | 55,138,195 | 547,995 | 290,958 | 3,932,165 |
| Byron I. Mallott | 55,059,221 | 629,104 | 288,823 | 3,932,165 |
| Helvi K. Sandvik | 55,449,194 | 237,855 | 290,099 | 3,932,165 |
| J. Kenneth Thompson | 54,262,877 | 1,427,221 | 287,050 | 3,932,165 |
| Bradley D. Tilden | 54,657,831 | 1,020,418 | 298,899 | 3,932,165 |
| Eric K. Yeaman | 54,056,537 | 1,632,038 | 288,573 | 3,932,165 |

The results of voting on Proposals 2 through 6 were as follows:

Proposal 2. A board proposal seeking ratification of the appointment of KPMG LLP as the Company's independent accountants for fiscal year 2014:

| | Number of Votes |
|------------------|-----------------|
| For | 59,175,917 |
| Against | 451,470 |
| Abstain | 281,926 |
| Broker Non-votes | 0 |

Proposal 3. A board proposal seeking an advisory vote to approve the compensation of the Company's Named Executive Officers:

| | Number of Votes |
|------------------|-----------------|
| For | 54,444,540 |
| Against | 1,223,734 |
| Abstain | 308,874 |
| Broker Non-votes | 3,932,165 |

Proposal 4. A board proposal seeking adoption and approval of an amendment to the Company's Certificate of Incorporation to increase the authorized common stock:

| | Number of Votes |
|------------------|-----------------|
| For | 57,574,041 |
| Against | 1,994,426 |
| Abstain | 340,846 |
| Broker Non-votes | 3,932,165 |

Proposal 5. A board proposal seeking adoption and approval of an amendment to the Company's Certificate of Incorporation to reduce the par value of the Company's stock:

| | Number of Votes |
|------------------|-----------------|
| For | 59,128,874 |
| Against | 416,342 |
| Abstain | 364,097 |
| Broker Non-votes | 3,932.165 |

Proposal 6. A stockholder proposal regarding an independent board chairman policy:

| | Number of Votes |
|------------------|-----------------|
| For | 10,508,888 |
| Against | 45,144,586 |
| Abstain | 323,410 |
| Broker Non-votes | 3,932,165 |
| Uncast Votes | 264 |

ITEM 7.01 Regulation FD Disclosure.

On May 14, 2014, the Company issued a press release announcing the management change set forth in Item 5.02 of this Form 8-K and certain other management changes.

In accordance with General Instruction B.2 of Form 8-K, the information under this item and Exhibit 99.1 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.

ITEM 9.01 Financial Statements and Other Exhibits.

Exhibit 99.1 Press Release dated May 14, 2014

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: May 14, 2014

/s/ Keith Loveless
Keith Loveless
Executive Vice President and General Counsel