

AMR CORP
Form 424B3
June 12, 2013
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File No. 333-187933

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

To Our Stockholders:

On behalf of the board of directors of US Airways Group, Inc., we invite you to attend the 2013 annual meeting of stockholders to be held at the offices of Latham & Watkins LLP, located at 885 Third Avenue, New York, New York 10022, on Friday, July 12, 2013 at 9:00 a.m., local time.

As previously announced, the board of directors of US Airways Group has unanimously approved the merger of US Airways Group with AMR Merger Sub, Inc., a wholly-owned subsidiary of AMR Corporation, pursuant to the terms and conditions of that certain Agreement and Plan of Merger, dated as of February 13, 2013, as amended, by and among AMR, US Airways Group, and AMR Merger Sub. The merger will create a premier global airline that our board believes will have the scale, breadth, and capabilities to compete more effectively and profitably in the global marketplace. AMR, as reorganized following emergence from its Chapter 11 proceedings currently pending in the U.S. Bankruptcy Court for the Southern District of New York, will be the ultimate parent of the combined airline and will be renamed American Airlines Group Inc., or AAG. The combined airline will present a single brand name to consumers American Airline®.

The merger cannot be completed unless US Airways Group stockholders vote in favor of the adoption of the merger agreement. The obligations of US Airways Group and AMR to complete the merger are also subject to the satisfaction or waiver of other conditions, including clearance from regulatory agencies. The merger is to be effected pursuant to a plan of reorganization of AMR and certain of its subsidiaries in connection with their Chapter 11 proceedings. The plan of reorganization is subject to confirmation and consummation in accordance with the requirements of the Bankruptcy Code.

If the merger is completed, holders of US Airways Group common stock will receive one share of newly issued common stock of AAG for each share of US Airways Group common stock they own, subject to the terms and conditions of the merger agreement. The aggregate number of shares of AAG common stock issuable to holders of US Airways Group equity instruments (including stockholders, holders of convertible notes, optionees, and holders of restricted stock units) will represent 28% of the diluted equity ownership of AAG. The remaining 72% diluted equity ownership in AAG will be distributable, pursuant to the plan of reorganization, to stakeholders, labor unions, and certain employees of AMR and its debtor subsidiaries.

US Airways Group common stock currently trades on the NYSE under the symbol LCC. It is a condition to the completion of the merger that the shares of AAG common stock to be issued to US Airways Group equity holders pursuant to the merger be authorized for listing on the NYSE or NASDAQ.

We intend for the merger to qualify as a reorganization for U.S. federal income tax purposes, and the completion of the merger is conditioned on the receipt by each of US Airways Group and AMR of an opinion from its outside counsel to the effect that the merger will qualify as such a reorganization. Assuming the merger qualifies as a reorganization, US Airways Group stockholders generally will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of US Airways Group common stock for shares of newly issued common stock of AAG in connection with the merger.

The board of directors of US Airways Group has determined that the merger agreement and the merger are advisable and in the best interests of US Airways Group and its stockholders and has unanimously approved the merger agreement and the merger.

We are asking you to vote to adopt the merger agreement at the 2013 annual meeting of stockholders. At the 2013 annual meeting of stockholders, you will also be asked to vote on the election of US Airways Group directors and other matters.

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The accompanying proxy statement/prospectus is the proxy statement of US Airways Group for the 2013 annual meeting of stockholders and also the prospectus of AMR for the common stock of AAG that will be issued to US Airways Group equity holders in connection with the merger. More information about US Airways Group, AMR, AAG, the merger agreement, the merger, the plan of reorganization, the business to be conducted at the meeting, and the procedures to be followed at the meeting is contained in the accompanying proxy statement/prospectus. **We encourage you to read the accompanying proxy statement/prospectus carefully before voting, including the section entitled Risk Factors beginning on page 44.**

The board of directors of US Airways Group unanimously recommends that US Airways Group's stockholders vote **FOR** the proposal to adopt the merger agreement, **FOR** the proposal to approve, on a non-binding, advisory basis, the merger-related compensation of US Airways Group's named executive officers as disclosed in the attached proxy statement/prospectus, **FOR** the adjournment of the 2013 annual meeting of stockholders, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are not sufficient votes at the time of such adjournment to adopt the merger agreement, and **FOR** each of the other proposals described in the accompanying proxy statement/prospectus.

We cannot complete the merger unless the stockholders of US Airways Group vote to adopt the merger agreement. Your vote is very important, regardless of the number of shares you own. Whether or not you plan to attend the 2013 annual meeting of stockholders in person, we request that you complete, date, sign, and return the enclosed proxy card (if you received US Airways Group's proxy materials by mail), or, if your proxy card includes instructions for using these methods, vote by telephone or over the Internet as directed by the instructions provided on your proxy card. Of course, returning your proxy does not prevent you from attending the 2013 annual meeting of stockholders and voting your shares in person. If you choose to attend the 2013 annual meeting of stockholders in person, you may revoke your proxy and cast your vote at the meeting.

If you plan to attend the 2013 annual meeting of stockholders in person, are a stockholder of record and received US Airways Group's proxy materials by mail, please mark your proxy card in the space provided for that purpose. An admission ticket is included with the proxy card for each stockholder of record. If your shares are not registered in your own name but rather held in street name and you would like to attend the 2013 annual meeting of stockholders in person, please ask the broker, bank, or other nominee that holds the shares to provide you with evidence of your share ownership. Please be sure to bring the admission ticket or evidence of your share ownership to the meeting.

Sincerely,

W. Douglas Parker

Chairman of the Board and

Chief Executive Officer

The accompanying proxy statement/prospectus is dated June 10, 2013, and is first being mailed to stockholders of US Airways Group on or about June 11, 2013.

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US AIRWAYS GROUP, INC.

111 WEST RIO SALADO PARKWAY

TEMPE, ARIZONA 85281

NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON FRIDAY, JULY 12, 2013

June 10, 2013

NOTICE IS HEREBY GIVEN that the 2013 annual meeting of stockholders of US Airways Group, Inc., a Delaware corporation ("US Airways Group"), will be held at the offices of Latham & Watkins LLP, located at 885 Third Avenue, New York, New York 10022, on Friday, July 12, 2013 at 9:00 a.m., local time, for the purposes of considering and acting upon:

a proposal to adopt the Agreement and Plan of Merger, as amended (the "Merger Agreement"), dated as of February 13, 2013, by and among US Airways Group, AMR Corporation ("AMR"), and AMR Merger Sub, Inc., a wholly-owned subsidiary of AMR ("AMR Merger Sub");

a proposal to consider and approve, on a non-binding, advisory basis, the merger-related compensation of US Airways Group's named executive officers as disclosed in the attached proxy statement/prospectus;

a proposal to approve the adjournment of the 2013 annual meeting of stockholders, if necessary, to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are not sufficient votes at the time of such adjournment to adopt the Merger Agreement;

a proposal to elect two directors in Class II to the board of directors of US Airways Group to serve until the 2016 annual meeting of stockholders of US Airways Group and until their respective successors have been duly elected and qualified;

a proposal to ratify the appointment of KPMG LLP as the independent registered public accounting firm of US Airways Group for the fiscal year ending December 31, 2013;

a proposal to consider and approve, on a non-binding, advisory basis, the compensation of US Airways Group's named executive officers as disclosed in the attached proxy statement/prospectus; and

such other business as properly may come before the 2013 annual meeting of stockholders or any adjournments or postponement thereof the board of directors of US Airways Group is not aware of any other business to be presented to a vote of the stockholders at the 2013 annual meeting of stockholders.

Information relating to the above matters is set forth in the attached proxy statement/prospectus, which is incorporated into this notice by reference. The board of directors of US Airways Group has fixed the close of business on May 30, 2013 as the record date for determination of US Airways Group stockholders entitled to receive notice of, and to vote at, the 2013 annual meeting of stockholders or any adjournments or postponement thereof. A list of the names of US Airways Group stockholders of record will be available for ten days prior to the 2013 annual meeting of stockholders for any purpose germane to the 2013 annual meeting of stockholders between the hours of 9:00 a.m. and 5:00 p.m., local time, at US Airways Group's headquarters, 111 West Rio Salado Parkway, Tempe, Arizona 85281. The US Airways Group stockholder list will also be available at the 2013 annual meeting of stockholders for examination by any stockholder present at the 2013 annual meeting of

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stockholders.

If you do not expect to attend the 2013 annual meeting of stockholders in person, you are requested to vote by submitting a proxy for your shares using the toll-free number or the website provided on your proxy card, if your proxy card includes instructions for using these quick, cost-effective, and easy methods for submitting proxies or if you received US Airways Group's proxy materials by mail, completing, signing, and dating the enclosed proxy card and returning it without delay in the enclosed envelope, which requires no postage stamp if mailed in the U.S.

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Voting by phone, Internet, or mail will not prevent you from later revoking your proxy and voting in person at the 2013 annual meeting of stockholders. If you want to vote at the 2013 annual meeting of stockholders, but your shares are held in street name by a broker, bank, or other nominee, you will need to obtain proof of ownership as of May 30, 2013 and a proxy to vote the shares from your broker, bank, or other nominee.

By Order of the Board of Directors of US Airways Group,

Caroline B. Ray

Corporate Secretary

Tempe, Arizona

June 10, 2013

The accompanying proxy statement/prospectus provides a detailed description of the Merger Agreement, the merger, and the other matters to be considered at the 2013 annual meeting of stockholders. We urge you to read the accompanying proxy statement/prospectus, including any documents incorporated by reference into the accompanying proxy statement/prospectus, and its annexes carefully and in their entirety, including the section entitled "Risk Factors" beginning on page 44. If you have any questions concerning the Merger Agreement, the other proposals, or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus, or need help voting your shares, please contact US Airways Group's proxy solicitor:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, NY 10016

(800) 322-2885

Important notice regarding the Internet availability of proxy materials for the 2013 annual meeting of stockholders to be held on July 12, 2013: This notice of 2013 annual meeting of stockholders, the accompanying proxy statement/prospectus, and US Airways Group's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 are available at www.proxyvote.com.

PLEASE READ THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS CAREFULLY AND THEN PROMPTLY INDICATE YOUR VOTING INSTRUCTIONS BY: (i) SUBMITTING A PROXY FOR YOUR SHARES BY USING THE TOLL-FREE NUMBER OR WEBSITE INDICATED ON YOUR PROXY CARD, IF YOUR PROXY CARD INCLUDES INSTRUCTIONS FOR USING THESE METHODS, OR (ii) SUBMITTING A PROXY IN WRITING BY FILLING OUT, SIGNING, AND DATING YOUR PROXY CARD AND MAILING IT IN THE PREPAID ENVELOPE INCLUDED IN THESE PROXY MATERIALS.

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

Glossary of Terms

For the convenience of the reader, certain capitalized terms used in this proxy statement/prospectus have been consolidated into a Glossary beginning on page 35.

General Content of this Proxy Statement/Prospectus

This proxy statement/prospectus is for the principal purpose of soliciting the approval of the stockholders of US Airways Group of the adoption of the Agreement and Plan of Merger, dated as of February 13, 2013, by and among AMR, AMR Merger Sub, and US Airways Group, as amended by the Amendment to Agreement and Plan of Merger (the *Amendment*), dated as of May 15, 2013, by and among AMR, AMR Merger Sub, and US Airways Group and the Second Amendment to Agreement and Plan of Merger (the *Second Amendment*), dated as of June 7, 2013, by and among AMR, AMR Merger Sub, and US Airways Group (as amended, the *Merger Agreement*). However, because US Airways Group would ordinarily hold its annual meeting of stockholders in mid-June, in order to avoid the expense and inconvenience of holding two stockholders meetings in a short period of time, a single stockholders meeting will be held to act on the matters customarily placed before stockholders at the annual meeting as well as the matters to be placed before stockholders in connection with the adoption of the Merger Agreement and the approval of certain related items. Accordingly, this proxy statement/prospectus includes information related to all such matters.

Registration Statement, Prospectus, and Proxy Statement under the Federal Securities Laws

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the *SEC*) by AMR, constitutes a prospectus of AMR under Section 5 of the Securities Act of 1933, as amended (the *Securities Act*), with respect to the shares of AMR, which will be subsequently renamed American Airlines Group Inc. (*AAG*), to be issued to US Airways Group equity holders in connection with the merger of AMR Merger Sub with and into US Airways Group, with US Airways Group continuing as the surviving entity in such merger as a direct wholly-owned subsidiary of AMR pursuant to the Merger Agreement (the *Merger*). This proxy statement/prospectus also constitutes a proxy statement under Section 14(a) of the Securities and Exchange Act of 1934, as amended (the *Exchange Act*), and a notice of meeting with respect to the 2013 annual meeting of stockholders of US Airways Group (the *2013 Annual Meeting of Stockholders*) to consider and vote upon the proposal to adopt the Merger Agreement and the other matters specified herein.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this proxy statement/prospectus regarding US Airways Group and its subsidiaries has been provided by US Airways Group, information contained in this proxy statement/prospectus regarding AMR and its subsidiaries has been provided by AMR, and information contained in this proxy statement/prospectus regarding AAG has been provided by both US Airways Group and AMR.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

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THIS PROXY STATEMENT/PROSPECTUS INCORPORATES ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about US Airways Group from documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon request. For a more detailed description of the information incorporated by reference into this proxy statement/prospectus and how you may obtain it, see the section entitled "Additional Information" beginning on page 347.

You can obtain any of the documents of US Airways Group incorporated by reference into this proxy statement/prospectus from the SEC through the SEC's website at www.sec.gov. Documents of US Airways Group that are incorporated by reference are also available from US Airways Group without charge, excluding any exhibits to those documents that are not specifically incorporated by reference as an exhibit in this proxy statement/prospectus. US Airways Group stockholders may request a copy of those documents in writing or by telephone by contacting:

US Airways Group, Inc.

111 West Rio Salado Parkway

Tempe, Arizona 85281

Telephone number: (480) 693-0800

Attn: Investor Relations

or

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Telephone number: (800) 322-2885

In order for you to receive timely delivery of the documents in advance of the 2013 Annual Meeting of Stockholders, US Airways Group or MacKenzie should receive your request no later than July 9, 2013.

AMR is not currently eligible under the SEC's rules to avail itself of the ability to incorporate by reference documents into this proxy statement/prospectus. Accordingly, much of the information that US Airways Group has incorporated by reference, such as the description of its business, management's discussion and analysis of financial condition and results of operations, and its consolidated financial statements, is, with respect to AMR, fully set forth in this proxy statement/prospectus, principally in Part III beginning on page 206, the AMR 2012 consolidated financial statements beginning on page F-31, and the AMR unaudited interim condensed consolidated financial statements for the three months ended March 31, 2013 beginning on page F-2.

Investors may also consult US Airways Group's or AMR's respective websites for more information concerning the Merger. AMR's website is www.aa.com. US Airways Group's website is www.usairways.com. Information included on AMR's website and on US Airways Group's website is not incorporated by reference into this proxy statement/prospectus. In addition, for information regarding the voluntary cases commenced by AMR and certain of its direct and indirect subsidiaries under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"), investors may access filings made in those proceedings, including the Plan and Disclosure Statement filed by AMR and certain of its direct and indirect subsidiaries that filed the Chapter 11 Cases (the "Debtors"), at www.amrcaseinfo.com. Information on the website identified in the preceding sentence is not incorporated by reference into this proxy statement/prospectus. As used herein, "Plan" means the plan of reorganization proposed by the Debtors under chapter 11 of the Bankruptcy Code and "Disclosure Statement" means a disclosure statement filed by the Debtors under Section 1125 of the Bankruptcy Code. As used herein, "Bankruptcy Code" means title 11 of the U.S. Code.

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PART I SUMMARY AND GENERAL INFORMATION

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE US AIRWAYS GROUP 2013 ANNUAL MEETING OF STOCKHOLDERS

The following are some questions that you, as a stockholder of US Airways Group, may have regarding the Merger and other matters being considered at the 2013 Annual Meeting of Stockholders and brief answers to those questions. You should carefully read this proxy statement/prospectus, including its annexes and any documents incorporated by reference into this proxy statement/prospectus, because this proxy statement/prospectus and its annexes contain important information about the Merger, the Merger Agreement, and the other matters to be voted on at the 2013 Annual Meeting of Stockholders, and because the information in this section may not provide all the information that might be important to you.

Q: Why am I, as a US Airways Group stockholder, receiving this proxy statement/prospectus?

A: AMR and US Airways Group have agreed to a business combination of AMR and US Airways Group under the terms of the Merger Agreement that is described in this proxy statement/prospectus. A copy of the Merger Agreement is attached to this proxy statement/prospectus as Annex A. In addition, several other matters to be considered and acted on by the stockholders of US Airways Group at the 2013 Annual Meeting of Stockholders are set forth in the notice of the 2013 Annual Meeting of Stockholders and described in this proxy statement/prospectus.

The Merger cannot be completed unless US Airways Group stockholders vote to adopt the Merger Agreement. US Airways Group is asking its stockholders to vote on the adoption of the Merger Agreement at the 2013 Annual Meeting of Stockholders. **The US Airways Group board of directors recommends that you vote FOR the adoption of the Merger Agreement at the 2013 Annual Meeting of Stockholders.**

This proxy statement/prospectus is a proxy statement of US Airways Group and a prospectus of AMR. This proxy statement/prospectus is a proxy statement because the US Airways Group board of directors is soliciting proxies from its stockholders to vote at the 2013 Annual Meeting of Stockholders on the adoption of the Merger Agreement and the other matters set forth in the notice of the 2013 Annual Meeting of Stockholders and described in this proxy statement/prospectus to be considered and acted on by the stockholders of US Airways Group at the 2013 Annual Meeting of Stockholders. Your proxy will be used to vote your shares at the 2013 Annual Meeting of Stockholders or at any adjournment or postponement thereof. It is a prospectus because AAG will issue shares of AAG common stock to the stockholders of US Airways Group in the Merger.

A proxy is a legal designation of another person to vote your shares on your behalf. You may submit a proxy for your shares by using the toll-free number or the website provided on your proxy card, if your proxy card includes instructions for using these quick, cost-effective, and easy methods for submitting proxies. You also may submit a proxy in writing by simply filling out, signing, and dating your proxy card and mailing it in the prepaid envelope included with these proxy materials. If you submit a proxy by telephone or over the Internet, please do not return your proxy card by mail. You will need to follow the instructions when you submit a proxy using any of these methods to make sure your shares will be voted at the 2013 Annual Meeting of Stockholders. You also may vote by submitting a ballot in person if you attend the 2013 Annual Meeting of Stockholders. However, we encourage you to submit a proxy by mail by completing your proxy card, by telephone, or over the Internet, even if you plan to attend the 2013 Annual Meeting of Stockholders.

You must have been a stockholder of record at the close of business on May 30, 2013 to vote at the 2013 Annual Meeting of Stockholders.

Your vote is very important. You are encouraged to vote as soon as possible.

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Q: Why are AMR and US Airways Group proposing the Merger?

A: AMR and US Airways Group believe that the Merger will create a premier global airline. AMR and US Airways Group also believe that the combined global airline will have the scale, breadth, and capabilities to compete more effectively and profitably in the global marketplace. While there can be no assurance that it will be the case, the combined airline is expected to be a stronger airline than either American Airlines, Inc. (American) or US Airways, Inc. (US Airways), individually.

To review AMR's and US Airways Group's boards of directors' reasons for the Merger in greater detail, including the potential adverse impact of the Merger, see the sections entitled The Merger Recommendation of US Airways Group's Board of Directors with Respect to the Merger Agreement and Its Reasons for the Merger beginning on page 87 and The Merger AMR's Board of Directors' Reasons for the Merger beginning on page 91.

Q: How will the Merger be accomplished?

A: Under the terms of the Merger Agreement, AMR Merger Sub, a wholly-owned subsidiary of AMR, will merge with and into US Airways Group, with US Airways Group surviving as a wholly-owned subsidiary of AMR. Immediately following the Closing, AMR will change its name to American Airlines Group Inc., which will be the name of the combined company.

AAG will present a single brand name to consumers American Airline® while it transitions to a unified route structure and frequent flyer program, while maintaining separate operating certificates for American and US Airways until operations and workforces are combined. AMR's American Eagle Airlines, Inc. (American Eagle) and US Airways Group's Piedmont Airlines, Inc. (Piedmont) and PSA Airlines, Inc. (PSA) will continue to operate as distinct entities following the Closing.

Q: What will holders of shares of US Airways Group common stock receive in the Merger?

A: Holders of US Airways Group common stock will receive one share of AAG common stock for each share of US Airways Group common stock they own, subject to the terms and conditions of the Merger Agreement. The aggregate number of shares of AAG common stock issuable in the Merger to holders of US Airways Group equity instruments (including stockholders, holders of convertible notes, optionees, and holders of restricted stock units (RSUs)) will represent 28% of the diluted equity ownership of AAG. The remaining 72% diluted equity ownership of AAG will be distributable, pursuant to the Plan, to stakeholders, labor unions, and certain employees of AMR and the other Debtors and such 72% of the diluted equity ownership of AAG includes all shares of AAG common stock that are or may become issuable upon conversion of shares of the series of preferred stock, par value \$0.01 per share, of AAG, designated as Series A Convertible Preferred Stock (the AAG Convertible Preferred Stock). As a result, the 28% diluted equity ownership of AAG that will be distributed to the holders of US Airways Group equity instruments will not be diluted by the conversion of the AAG Convertible Preferred Stock or by the issuance of shares of AAG common stock pursuant to the Plan. The determination of the 28% diluted equity ownership of AAG that will be distributed to the holders of US Airways Group equity instruments takes into account the outstanding options, stock-settled RSUs, stock-settled stock appreciation rights (SARs), US Airways Group's 7% Senior Convertible Notes due 2020 (the US Airways 7% Convertible Notes), and US Airways Group's 7.25% Convertible Notes due 2014 (the US Airways 7.25% Convertible Notes), though it does not take into account future issuances of common stock following the Closing, which would be dilutive to all holders of AAG common stock. As of the date of this proxy statement/prospectus, there are no current plans to issue additional shares of AAG common stock at or following the Closing, except as contemplated by the Plan or the Merger Agreement and except for shares of AAG common stock underlying equity awards granted for compensatory purposes in the ordinary course of business.

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Q: Will the shares of AAG common stock be publicly traded?

A: It is a condition to Closing that the shares of AAG common stock to be issued to US Airways Group equity holders pursuant to the Merger be authorized for listing on the New York Stock Exchange (NYSE) or the NASDAQ Stock Market (NASDAQ) prior to the date and time at which AMR and US Airways Group cause an executed and acknowledged certificate of merger to be filed with the Secretary of State of the State of Delaware (the Effective Time). AMR will use its reasonable best efforts to cause the shares of AAG common stock to be authorized for listing on the NYSE or NASDAQ upon official notice of issuance, prior to the date on which the Closing occurs (the Closing Date). Upon the Closing, shares of US Airways Group common stock currently listed on the NYSE will be delisted and will be deregistered under the Exchange Act.

Q: How much is a share of AAG common stock worth?

A: AAG common stock will be different from the US Airways Group common stock and AMR common stock currently outstanding. AAG common stock will be governed by the terms of the amended and restated certificate of incorporation of AMR to be effective immediately prior to the Effective Time (the AAG Certificate of Incorporation). For a description of the rights of holders of AAG common stock, see the sections entitled Description of Capital Stock of AAG beginning on page 177 and Comparison of Stockholder Rights and Corporate Governance Matters beginning on page 180.

The historical price information of US Airways Group common stock does not necessarily reflect, and the historical price information of AMR common stock does not reflect, the price at which AAG common stock will trade following the Closing. Further, all existing shares of AMR common stock will be cancelled pursuant to the Plan. Therefore, it is not meaningful to determine the value of the Merger consideration to be received by holders of US Airways Group common stock by reference to current trading values of US Airways Group common stock or AMR common stock. Neither AMR nor US Airways Group can anticipate the price at which AAG common stock will trade following the Closing.

Q: What is the AAG Convertible Preferred Stock and how will it affect holders of US Airways Group equity instruments who receive AAG common stock?

A: The Plan provides that all allowed prepetition general unsecured claims against the Debtors (other than intercompany claims), all equity interests in AMR, and all rights of labor groups of the Debtors to receive AAG common stock in connection with the Plan will be satisfied solely with Plan Shares, consisting of newly issued AAG common stock and AAG Convertible Preferred Stock. Holders of equity interests in AMR and labor-related claims will receive AAG common stock, and holders of allowed prepetition general unsecured claims against the Debtors will receive either AAG Convertible Preferred Stock or a combination of AAG Convertible Preferred Stock and AAG common stock, in each case, as set forth in the Plan. The AAG Convertible Preferred Stock will be a newly designated series of preferred stock of AAG that will be mandatorily convertible into AAG common stock in four installments on the 30th, 60th, 90th, and 120th days following the Effective Date. The issuance of the AAG Convertible Preferred Stock will provide a mechanism for holders of allowed prepetition general unsecured claims of the Debtors to receive a distribution based on the market value of AAG common stock. The aggregate number of shares of AAG common stock issuable under the Plan, whether directly or upon the conversion of AAG Convertible Preferred Stock, will not exceed 72% of the diluted equity ownership of AAG as of the time of the Merger. Accordingly, the 28% diluted equity ownership of AAG that will be distributed to the holders of US Airways Group equity instruments will not be diluted by the conversion of the AAG Convertible Preferred Stock or by the issuance of shares of AAG common stock pursuant to the Plan.

However, it is possible that the AAG common stock may experience significantly elevated volatility in price and trading volume until all shares of AAG Convertible Preferred Stock are converted and the underlying AAG common stock has been distributed. For further information, see the section entitled The Plan of

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Reorganization beginning on page 155, and the section entitled Risk Factors. The shares of AAG Convertible Preferred Stock that are to be distributed pursuant to the Plan will be fully converted into AAG common stock over a period of 120 days following the Effective Date. The issuance of shares of AAG common stock under the Plan (including upon conversion of the AAG Convertible Preferred Stock) could contribute to significantly elevated volatility in the price of AAG common stock until all such shares of AAG Convertible Preferred Stock are converted and all of the shares of AAG common stock to be issued under the Plan have been distributed fully beginning on page 51.

Q: When do AMR and US Airways Group expect the Merger to be completed?

A: AMR and US Airways Group plan to complete the Merger as soon as reasonably practicable and presently expect the Closing to occur in the third quarter of 2013. However, neither AMR nor US Airways Group can predict the exact timing of the Closing, because it is subject to approval of the U.S. Bankruptcy Court for the Southern District of New York (the Bankruptcy Court) as part of the Plan, regulatory approvals, and other conditions. See the sections entitled Summary Conditions to the Merger beginning on page 21 and Summary Regulatory Approvals Required for the Merger beginning on page 21.

Q: What are the expected cash costs and capital expenditures associated with the Merger and AMR's emergence from Chapter 11?

A: AMR and US Airways Group expect to incur transition costs of approximately \$1.2 billion in connection with the Merger and the integration of the businesses of AMR and US Airways Group. In addition, AMR will pay approximately \$1.4 billion in cash at emergence to settle certain obligations in connection with the Plan. The estimated planned aggregate capital expenditures for AAG on a consolidated basis for calendar years 2013-2017 are anticipated to be approximately \$20 billion.

Q: Who will manage AAG after the Merger?

A: Following the Closing, the board of directors of AAG will consist of 12 members. Five of these directors have been designated by the Search Committee appointed by the Official Committee of Unsecured Creditors of AMR (the UCC) and a majority of those holders of certain prepetition claims against one or more of the Debtors that entered into the Support and Settlement Agreement with the Debtors (the Consenting Creditors) (and one of such directors will be the lead Independent Director); two of these directors have been designated by AMR and have been determined to be reasonably acceptable to the Search Committee; three of these directors have been designated by US Airways Group; and the two remaining directors will be Thomas W. Horton, the current chairman and chief executive officer of AMR, who will also serve as chairman of the board of directors of AAG, and W. Douglas Parker, the current chairman and chief executive officer of US Airways Group, who will also serve as chief executive officer of AAG.

The Search Committee has designated James F. Albaugh, Jeffrey D. Benjamin, John T. Cahill, Michael J. Embler, and Richard P. Schifter as members of the board of directors of AAG following the Closing, with Mr. Cahill to serve as lead independent director. For more information about these individuals, see the section entitled The Combined Company After the Merger Board of Directors and Management of AAG after the Merger Board of Directors beginning on page 151. AMR has designated Alberto Ibarguen and Ray M. Robinson, current members of the AMR board of directors, as members of the board of directors of AAG following the Closing. For more information about these individuals, see the section entitled AMR Board of Directors and Corporate Governance Information Directors, Executive Officers, and Corporate Governance beginning on page 245 and AMR's Compensation Discussion and Analysis beginning on page 257. US Airways Group has designated Matthew J. Hart, Richard C. Kraemer, and Denise M. O'Leary, current members of the US Airways Group board of directors, as members of the board of directors of AAG following the Closing. For more information about these individuals, see the section entitled Proposal 4: Election of Directors beginning on page 283 and US Airways Group Director Compensation beginning on page 297. If, prior to the Closing, any of these prospective directors becomes unavailable for any reason to serve as a

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member of the board of directors of AAG following the Closing (which is not anticipated), a substitute will be designated in accordance with the Merger Agreement.

Each of AMR and US Airways Group believes that these prospective directors are independent within the meaning of the relevant NYSE and NASDAQ rules. In accordance with stock exchange rules, a formal independence determination with respect to each such individual will be made following the Closing by the board of directors of AAG.

As of the date of this proxy statement/prospectus, the compensation to be paid to the non-employee directors of AAG has not yet been determined, nor has any determination been made as to committee memberships.

Mr. Horton will serve as chairman of the board of AAG until the earliest of:

the date that is the first anniversary of the Closing Date;

the day prior to the date of the first annual meeting of the stockholders of AAG following the Closing Date (provided it does not occur prior to May 1, 2014); and

the election of a new chairman by the affirmative vote of at least 75% of the members of the board of directors (rounded up to the next full director), which must include at least one director who was nominated as a director by AMR pursuant to the Merger Agreement.

Following the earliest of such dates, Mr. Parker will serve as chairman of the board of directors of AAG until the election of a new chairman by the affirmative vote of the board of directors of AAG, which, prior to the date that is the 18 month anniversary of the Closing Date, will require the affirmative vote of at least 75% of the members of the board of directors of AAG (rounded up to the next full director), which must include at least one director who was designated as a director by US Airways Group pursuant to the Merger Agreement.

On June 10, 2013, AMR and US Airways Group jointly announced their intention to retain the following individuals, subject to the approval of the board of directors of AAG, as the senior leadership team of AAG or its principal operating subsidiaries following the Closing (in addition to Mr. Parker):

J. Scott Kirby, as president (currently president of US Airways Group);

Elise R. Eberwein, as executive vice president people and communications (currently executive vice president people, communications and public affairs of US Airways Group);

Beverly K. Goulet, as chief integration officer (currently senior vice president and chief integration officer of AMR);

Robert D. Isom, Jr., as chief operating officer and as chief executive officer of US Airways (currently executive vice president and chief operating officer of US Airways Group);

Stephen L. Johnson, as executive vice president, corporate affairs (currently executive vice president corporate and government affairs of US Airways Group);

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Derek J. Kerr, as chief financial officer (currently chief financial officer of US Airways Group);

Maya Leibman, as chief information officer (currently senior vice president technology and chief information officer of AMR); and

William K. Ris, Jr., as senior vice president, government affairs (currently senior vice president government and regulatory affairs of AMR).

The designation of the executive officers of AAG will be determined by the board of directors of AAG after the Closing and is expected to be drawn from the executives identified above. As of the date of this proxy statement/prospectus, AAG had not entered into any new plan, contract, or arrangement with any of these

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individuals with respect to compensation and benefits following the Closing. The compensation programs and policies for AAG are expected to be established by the board of directors of AAG following the Closing. For more information with respect to the foregoing individuals who are current US Airways executive officers, see the sections entitled "US Airways Group Compensation Discussion and Analysis" beginning on page 310 and "US Airways Group Executive Officers" beginning on page 324.

As used herein, "Search Committee" means the committee established by the UCC, consisting of four designees from the UCC and four members designated by a majority of the initial Consenting Creditors under the Support and Settlement Agreement to select director designees for the board of directors of AAG; "Independent Director" means a person who satisfies the requirements for independence under Rule 303A of the NYSE as then in effect; and "Support and Settlement Agreement" means that certain Support and Settlement Agreement, dated as of February 13, 2013, by and among AMR and certain holders of prepetition unsecured claims against one or more of the Debtors, as amended.

Q: What are some of the U.S. federal income tax consequences of the Merger for US Airways Group stockholders?

A: The Merger in conjunction with the Plan is intended to qualify as a reorganization for U.S. federal income tax purposes, and the Closing is conditioned on the receipt by each of US Airways Group and AMR of an opinion from its outside counsel to the effect that the Merger so qualifies. Assuming the Merger in conjunction with the Plan qualifies as such a reorganization, US Airways Group stockholders generally will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of US Airways Group common stock for shares of newly issued AAG common stock pursuant to the Merger. US Airways Group stockholders are urged to read the discussion in the section entitled "The Merger Material U.S. Federal Income Tax Consequences" beginning on page 106 of this proxy statement/prospectus and to consult their tax advisers as to the U.S. federal income tax consequences of the Merger, as well as the effects of other federal, state, local, and non-U.S. tax laws.

Q: How will US Airways 7.25% Convertible Notes and US Airways 7% Convertible Notes be treated in connection with the Merger?

A: If any such notes remain outstanding at the Effective Time, AMR and US Airways Group, and, if advisable, AMR Merger Sub, will enter into supplemental indentures regarding the US Airways 7.25% Convertible Notes and the US Airways 7% Convertible Notes. Such supplemental indentures are expected to (i) include certain provisions required by that certain Indenture, dated as of May 13, 2009, between US Airways Group and The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by the First Supplemental Indenture, dated as of May 13, 2009, between US Airways Group and The Bank of New York Mellon Trust Company, N.A., as trustee (the "7.25% Convertible Note Indenture") and that certain Indenture, dated as of September 30, 2005, between US Airways Group and U.S. Bank National Association, as trustee (the "7% Convertible Note Indenture"), respectively, as a result of the Merger, including a provision causing each outstanding US Airways 7.25% Convertible Note and US Airways 7% Convertible Note, respectively, to be convertible into the number of shares of AAG common stock that the holder would have received pursuant to the Merger if such holder had converted its US Airways 7.25% Convertible Notes and US Airways 7% Convertible Notes, respectively, into shares of US Airways Group common stock immediately prior to the Effective Time and (ii) provide for the guarantee by AAG of US Airways Group's obligations under the 7.25% Convertible Note Indenture and the US Airways 7.25% Convertible Notes and the 7% Convertible Note Indenture and the US Airways 7% Convertible Notes, respectively, following the Effective Time. For more information, see the section entitled "Merger Agreement Treatment of US Airways Group Convertible Debt" beginning on page 143.

Q: Am I entitled to appraisal rights?

A: No. Under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), the stockholders of US Airways Group are not entitled to appraisal rights in connection with the Merger.

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Q: What am I being asked to vote on?

A: US Airways Group stockholders are being asked to vote on the following proposals at the 2013 Annual Meeting of Stockholders:

to adopt the Merger Agreement;

to approve, on a non-binding, advisory basis, certain compensation that may be paid or become payable to US Airways Group's named executive officers in connection with the Closing;

to approve the adjournment of the 2013 Annual Meeting of Stockholders, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement;

to elect to the US Airways Group board of directors each of the nominees for director named in this proxy statement/prospectus;

to ratify the appointment of KPMG LLP as US Airways Group's independent registered public accounting firm for 2013; and

to approve, on a non-binding, advisory basis, the compensation of US Airways Group's named executive officers.

Q: Are there any other matters to be addressed at the 2013 Annual Meeting of Stockholders?

A: US Airways Group knows of no other matters to be brought before the 2013 Annual Meeting of Stockholders, but if other matters are properly brought before the 2013 Annual Meeting of Stockholders or at any adjournment or postponement thereof, the officers named in the proxy intend to take such action as in their judgment is in the best interests of US Airways Group and its stockholders.

Q: What vote of US Airways Group stockholders is required to approve each item?

A: Assuming a quorum is present, the vote requirements for the various proposals are as follows:

Adoption of the Merger Agreement: Approval of the proposal to adopt the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of US Airways Group common stock that are entitled to vote at the 2013 Annual Meeting of Stockholders.

Election of Directors: Each director must be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented, in person or by proxy, and entitled to vote therefor at the 2013 Annual Meeting of Stockholders. A majority of the votes cast means that the number of votes cast for a nominee exceeds the number of votes cast against that nominee.

All Other Matters: All other matters on the agenda will be decided by the affirmative vote of a majority of the shares of US Airways Group common stock represented, in person or by proxy, and entitled to vote at the 2013 Annual Meeting of Stockholders (and

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provided that a quorum need not be present to approve the proposal to adjourn the stockholder meeting to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement).

Q: What constitutes a quorum for the 2013 Annual Meeting of Stockholders?

A: The presence, in person or by proxy, of a majority of the outstanding shares of US Airways Group's capital stock entitled to vote at a meeting of stockholders is necessary to constitute a quorum at the 2013 Annual Meeting of Stockholders.

Q: How will abstentions be counted?

A: Abstentions are counted as present and entitled to vote for the purpose of determining a quorum.

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For the proposal to adopt the Merger Agreement, abstentions have the same effect as a vote against the Merger. For the proposal to approve the Merger-related compensation of US Airways Group's named executive officers, the proposal to adjourn the 2013 Annual Meeting of Stockholders to solicit additional proxies, the proposal to ratify the independent registered public accounting firm, and the proposal to approve the compensation of US Airways Group's named executive officers, abstentions are treated as present and entitled to vote at the 2013 Annual Meeting of Stockholders and, therefore, have the same effect as a vote against the matter.

If you abstain from voting in the election of directors, you will effectively not vote on that matter at the 2013 Annual Meeting of Stockholders. Abstentions are not considered to be votes cast under the US Airways Group bylaws or under the DGCL, US Airways Group's state of incorporation, and will have no effect on the outcome of the vote for the election of directors.

Q: If the vote of US Airways Group stockholders required to adopt the Merger Agreement is obtained, but the vote of US Airways Group stockholders required to adopt the remaining proposals is not obtained, will the Merger still happen?

A: The approval of the proposal to adopt the Merger Agreement is the only approval of US Airways Group stockholders necessary to consummate the Merger. Even if US Airways Group stockholders do not approve the other proposals, including the approval, on a non-binding, advisory basis, of the Merger-related compensation of US Airways Group's named executive officers, the Merger may still be consummated in accordance with the terms of the Merger Agreement.

Q: How does the board of directors of US Airways Group recommend that I vote?

A: The US Airways Group board of directors recommends that you vote:

FOR the adoption of the Merger Agreement;

FOR the approval, on a non-binding, advisory basis, of the Merger-related compensation of US Airways Group's named executive officers;

FOR the approval of the adjournment of the 2013 Annual Meeting of Stockholders, if necessary, to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement;

FOR the election to the US Airways Group board of directors of each of the nominees for director named in this proxy statement/prospectus;

FOR the ratification of the appointment of KPMG LLP as US Airways Group's independent registered public accounting firm for 2013; and

FOR the approval, on a non-binding, advisory basis, of the compensation of US Airways Group's named executive officers. The US Airways Group board of directors has determined that the Merger Agreement and the Merger are advisable and in the best interests of US Airways Group and its stockholders and has unanimously approved the Merger Agreement and the Merger. For a more complete description of the recommendation of the US Airways Group board of directors, see the section entitled "The Merger Recommendation of US Airways Group's Board of Directors with Respect to the Merger Agreement and Its Reasons for the Merger" beginning on page 87.

Q: How do US Airways Group's directors and executive officers' interests in the Merger differ from mine?

A: Certain members of the board of directors and executive officers of US Airways Group have interests in the Merger that are different from, or are in addition to, the interests of US Airways Group stockholders generally.

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US Airways Group's executive officers are parties to agreements with US Airways Group and US Airways that provide for certain benefits upon a change in control of US Airways Group, including the Merger, and for severance benefits if their employment is terminated under certain circumstances in connection with a change in control of US Airways Group, including the Merger. In addition, the Merger Agreement provides that, as of the Effective Time, AAG will provide certain current and former US Airways Group non-employee directors flight privileges and, in certain cases, a related tax gross-up payment.

Furthermore, US Airways Group compensation and benefit plans and arrangements provide for accelerated vesting of certain equity awards held by US Airways Group executive officers and directors upon the closing of a change in control of US Airways Group, including the Merger. Each US Airways Group executive officer has agreed to waive his or her rights to accelerated vesting of US Airways Group stock options, US Airways Group RSUs, and/or US Airways Group SARs, in each case, solely as a result of the Closing. In lieu of such rights, the US Airways Group executive officers have been provided a right to double trigger accelerated vesting of such equity awards, meaning the vesting of such equity awards would instead accelerate only upon a qualifying termination of such executive officers in connection with the Closing.

In addition, the current executive officers of US Airways Group are expected to serve as senior officers of AAG or its principal operating subsidiaries following the Closing, and four members of US Airways Group's current board of directors (including Mr. Parker) have been designated to serve as members of the board of directors of AAG following the Closing.

For more information, see the section entitled "The Merger - Interests of US Airways Group's Directors and Executive Officers in the Merger" beginning on page 110.

Q: When and where will the 2013 Annual Meeting of Stockholders be held?

A: The 2013 Annual Meeting of Stockholders will take place at the offices of Latham & Watkins LLP, located at 885 Third Avenue, New York, New York 10022, on Friday, July 12, 2013 at 9:00 a.m., local time.

Q: Who can attend and vote at the 2013 Annual Meeting of Stockholders?

A: All US Airways Group stockholders of record as of the close of business on May 30, 2013, the Record Date for the 2013 Annual Meeting of Stockholders, are entitled to receive notice of and to vote at the 2013 Annual Meeting of Stockholders.

Q: How will my shares be represented at the 2013 Annual Meeting of Stockholders?

A: At the 2013 Annual Meeting of Stockholders, the officers named in your proxy card will vote your shares in the manner you requested if you correctly submitted your proxy. If you sign your proxy card and return it without indicating how you would like to vote your shares, your proxy will be voted as the US Airways Group board of directors recommends, which is set forth above in the answer to the question "How does the board of directors of US Airways Group recommend that I vote?"

Q: What happens if I sell my shares after the Record Date but before the 2013 Annual Meeting of Stockholders?

A: The Record Date of the 2013 Annual Meeting of Stockholders is earlier than the date of the 2013 Annual Meeting of Stockholders and the expected Closing Date. If you transfer your shares of US Airways Group common stock after the Record Date but before the date of the 2013 Annual Meeting of Stockholders, you will retain your right to vote at the 2013 Annual Meeting of Stockholders (provided that such shares remain outstanding on the date of the 2013 Annual Meeting of Stockholders), but you will not have the right to receive the Merger consideration to be received by US Airways Group's stockholders in the Merger. In order to receive the Merger consideration, you must hold your shares through the Closing.

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Q: What should I do in order to vote?

A: A proxy is a legal designation of another person to vote your shares on your behalf. You may submit a proxy for your shares by using the toll-free number or the website provided on your proxy card, if your proxy card includes instructions for using these quick, cost-effective, and easy methods for submitting proxies. You also may submit a proxy in writing by simply filling out, signing, and dating your proxy card and mailing it in the prepaid envelope included with these proxy materials. If you submit a proxy by telephone or over the Internet, please do not return your proxy card by mail. You will need to follow the instructions provided on your proxy card when you submit a proxy using any of these methods to make sure your shares will be voted at the 2013 Annual Meeting of Stockholders. You also may vote by submitting a ballot in person if you attend the 2013 Annual Meeting of Stockholders. However, we encourage you to submit a proxy by mail by completing your proxy card, by telephone, or over the Internet, even if you plan to attend the 2013 Annual Meeting of Stockholders.

If you hold shares through a broker, bank, or other nominee, you may instruct your broker, bank, or other nominee to vote your shares by following the instructions that the broker, bank, or other nominee provides to you with these materials. Most brokers offer the ability for stockholders to submit voting instructions by mail by completing a voting instruction card, by telephone, and over the Internet. If you hold shares through a broker, bank, or other nominee and wish to vote your shares at the 2013 Annual Meeting of Stockholders, you must obtain a legal proxy from your broker, bank, or other nominee and present it to the inspector of election with your ballot when you vote at the 2013 Annual Meeting of Stockholders.

Q: Can I vote in person at the 2013 Annual Meeting of Stockholders?

A: You may vote in person by attending the 2013 Annual Meeting of Stockholders. If you plan to attend the 2013 Annual Meeting of Stockholders and wish to vote in person, you will be given a ballot at the 2013 Annual Meeting of Stockholders. Please note, however, that, if your shares are held in street name and you wish to vote at the 2013 Annual Meeting of Stockholders, you must bring a proxy from the record holder of the shares authorizing you to vote at the 2013 Annual Meeting of Stockholders. Whether or not you plan to attend the 2013 Annual Meeting of Stockholders, you should complete your proxy as described in this proxy statement/prospectus.

Q: If my shares are held in street name by a broker, bank, or other nominee, will my broker, bank, or other nominee vote my shares for me with respect to the adoption of the Merger Agreement?

A: If you do not provide your broker, bank, or other nominee with instructions on how to vote your shares held in street name, your broker, bank, or other nominee will not be permitted to vote your shares with respect to the adoption of the Merger Agreement. You should, therefore, provide your broker, bank, or other nominee with instructions as to how to vote your shares. If you fail to vote or, if your shares are held in street name and you fail to instruct your broker, bank, or other nominee to vote, it will have the same effect as a vote against the Merger.

Q: Can I change my vote after I have delivered my proxy?

A: Yes. If you are a holder of record, you can change your vote at any time before your proxy is voted at the 2013 Annual Meeting of Stockholders by:

giving notice of revocation to Caroline B. Ray, US Airways Group's corporate secretary, at US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281 (by mail or overnight delivery);

executing and delivering to US Airways Group's corporate secretary a proxy card relating to the same shares bearing a later date;

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voting again prior to the time at which the Internet and telephone voting facilities close by following the procedures applicable to those methods of voting; or

voting in person at the 2013 Annual Meeting of Stockholders.

If your shares are held in street name, you must contact your broker, bank, or other nominee to change your vote. The change must be made by the broker, bank, or other nominee before your proxy is voted at the 2013 Annual Meeting of Stockholders.

Q: What should I do if I receive more than one set of voting materials for the 2013 Annual Meeting of Stockholders?

A: You may receive more than one set of voting materials for the 2013 Annual Meeting of Stockholders, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date, and return each proxy card and voting instruction card that you receive or, if your proxy card includes instructions for using these methods for submitting proxies, vote by telephone using the toll-free number provided on your proxy card or over the Internet using the website provided on your proxy card.

Q: Do I need to do anything with my shares of US Airways Group common stock other than voting for the proposals at the 2013 Annual Meeting of Stockholders?

A: If you are a US Airways Group stockholder, after the Closing, each share of US Airways Group common stock you hold will be converted automatically into the right to receive one share of AAG common stock. You will receive instructions following the Closing regarding exchanging your shares for shares of AAG common stock. You do not need to take any action at this time. Please do not send your US Airways Group stock certificates with your proxy card. The shares of AAG stock you receive in the Merger will be issued in book-entry form, unless otherwise required by law.

Q: Will a proxy solicitor be used?

A: Yes. US Airways Group has engaged MacKenzie Partners, Inc. to assist in the solicitation of proxies for the 2013 Annual Meeting of Stockholders and US Airways Group estimates it will pay MacKenzie Partners a fee of \$50,000. US Airways Group has also agreed to reimburse MacKenzie Partners for reasonable out-of-pocket expenses and disbursements incurred in connection with the proxy solicitation and to indemnify MacKenzie Partners against certain losses, costs, and expenses. In addition to soliciting proxies through the mail, US Airways Group may solicit proxies through its directors, officers, and employees in person, by email, telephone, and facsimile.

Q: Who can help answer my questions?

A: If you have any questions about the Merger or how to submit your proxy, or if you need additional copies of this proxy statement/prospectus, the enclosed proxy card, or voting instructions, you should contact US Airways Group's proxy solicitor:
MacKenzie Partners, Inc.

105 Madison Avenue

New York, NY 10016

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Telephone number: (800) 322-2885

Table of Contents**SUMMARY**

*The following is a summary that highlights information contained in this proxy statement/prospectus. This summary might not contain all of the information that may be important to you. For a more complete description of the Merger Agreement and the Merger, as well as the Plan, US Airways Group and AMR encourage you to read carefully this entire proxy statement/prospectus, including the attached annexes. In addition, each of US Airways Group and AMR encourage you to read the documents incorporated by reference by US Airways Group into this proxy statement/prospectus, which have been filed with the SEC. These documents include important business and financial information about US Airways Group. You may obtain the information of US Airways Group incorporated by reference into this proxy statement/prospectus and documents of AMR filed with the SEC without charge by following the instructions in the section entitled *Additional Information* beginning on page 347. For the convenience of the reader, certain capitalized terms used in this proxy statement/prospectus have been consolidated into a Glossary beginning on page 35.*

The Companies***US Airways Group, Inc.***

US Airways Group, Inc., a Delaware corporation, is a holding company whose primary business activity is the operation of a major network airline through its wholly-owned subsidiaries US Airways, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Material Services Company, Inc., and Airways Assurance Limited. Material Services Company, Inc. and Airways Assurance Limited operate in support of US Airways Group's other subsidiaries in areas such as the procurement of aviation fuel and insurance. US Airways Group was formed in 1982, and its origins trace back to the formation of All American Aviation in 1939. US Airways, Inc., a Delaware corporation, was formed in 1982. Effective upon US Airways Group's emergence from bankruptcy on September 27, 2005, US Airways Group merged with America West Holdings Corporation (America West), with US Airways Group as the surviving corporation. US Airways Group operates more than 3,100 flights per day and serves 198 communities in the U.S., Canada, Mexico, Europe, the Middle East, the Caribbean, and Central and South America.

US Airways Group's principal executive offices are located at 111 West Rio Salado Parkway, Tempe, Arizona 85281. US Airways Group's telephone number is (480) 693-0800, and its Internet address is www.usairways.com. Information contained on its website is not and should not be deemed a part of this proxy statement/prospectus or any filing filed with or furnished to the SEC.

AMR Corporation

AMR Corporation, a Delaware corporation, was incorporated in October 1982. Virtually all of AMR's operations fall within the airline industry. AMR's principal subsidiary, American Airlines, Inc., was founded in 1934. At the end of 2012, American provided scheduled jet service to approximately 160 destinations throughout North America, the Caribbean, Latin America, Europe, and Asia.

AMR Eagle Holding Corporation, a wholly-owned subsidiary of AMR (AMR Eagle), owns a regional airline which does business as American Eagle®. American also contracts with certain independently owned regional air carriers to provide it with regional feed under the American Eagle® and American Connection® names.

American, together with the regional airlines that provide regional feed to American (American Eagle, Chautauqua Airlines, Inc., SkyWest Airlines, Inc., Republic Airlines, Inc., and ExpressJet Airlines, Inc. (collectively, the American Eagle Carriers)), American Eagle Carriers, serves more than 250 cities in approximately 50 countries with, on average, 3,400 daily flights. The combined network fleet numbers

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approximately 900 aircraft. American is also a founding member of the **oneworld**[®] alliance, which enables member airlines to offer their customers more services and benefits than any member airline can provide individually. These services include a broader route network, opportunities to earn and redeem frequent flyer miles across the combined **oneworld**[®] network, and access to more airport lounges. Together, **oneworld**[®] members serve more than 800 destinations in approximately 150 countries, with about 9,000 daily departures. American is also one of the largest scheduled air freight carriers in the world, providing a wide range of freight and mail services to shippers throughout its system onboard American's passenger fleet.

AMR's principal executive offices are located at 4333 Amon Carter Blvd., Fort Worth, Texas 76155. AMR's telephone number is (817) 963-1234, and its Internet address is www.aa.com. Information contained on its website is not and should not be deemed a part of this proxy statement/prospectus or any filing filed with or furnished to the SEC.

AMR Merger Sub, Inc.

AMR Merger Sub, Inc., a Delaware corporation, is a wholly-owned subsidiary of AMR that was formed on February 11, 2013 for the sole purpose of effecting the Merger.

The Merger (see page 76)

Form of the Merger

Under the terms of the Merger Agreement, AMR Merger Sub, a wholly-owned subsidiary of AMR, will merge with and into US Airways Group, with US Airways Group surviving as a wholly-owned subsidiary of AMR. Immediately following the Closing, AMR will change its name to American Airlines Group Inc., which will be the name of the combined company following the Closing.

Merger Consideration and Plan Shares

As a consequence of the Merger, US Airways Group common stockholders will receive one share of common stock of AAG in exchange for each share of common stock of US Airways Group they hold. The value of the common stock of AAG that a US Airways Group common stockholder will receive in the Merger is not fixed and will depend upon the value of AAG common stock. Pursuant to the Plan, all outstanding equity securities of AMR at the time of the Merger will be cancelled. The shares of AAG common stock to be issued in connection with the Merger will be newly issued shares. Consequently, neither the trading price of US Airways Group common stock nor the trading price of AMR common stock reflect the price at which AAG common stock will trade following the Merger.

Pursuant to and in accordance with the Plan, all allowed prepetition general unsecured claims against the Debtors (other than intercompany claims), all equity interests in AMR, and all rights of labor groups of the Debtors to receive AAG common stock in connection with the Plan will be satisfied solely with Plan Shares, consisting of newly issued AAG common stock and AAG Convertible Preferred Stock. Holders of equity interests in AMR and labor-related claims will receive AAG common stock, and holders of allowed prepetition general unsecured claims against the Debtors will receive either AAG Convertible Preferred Stock or a combination of AAG Convertible Preferred Stock and AAG common stock, in each case, as set forth in the Plan. The aggregate number of shares of AAG common stock constituting Plan Shares, when taken together with all shares of AAG common stock that are or may become issuable upon conversion or exchange of shares of AAG Convertible Preferred Stock constituting Plan Shares, will not exceed a number of shares of AAG common stock equal to the aggregate number of shares of AAG common stock equal to (i)(a) the US Airways Fully Diluted Shares, multiplied by (b) the quotient (rounded to four decimals) of 72 divided by 28 (rounded to the nearest whole share) less (ii) the number of shares of AAG common stock represented by equity-based awards to be

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issued to employees of AMR and its subsidiaries as contemplated by the Merger Agreement and the Plan, subject to certain agreed upon exceptions (the Maximum Plan Shares). As used herein, US Airways Fully Diluted Shares means the number of shares of US Airways Group common stock that would be deemed to be outstanding for purposes of calculating diluted earnings per share under U.S. generally accepted accounting principles (GAAP) using the treasury stock method, as modified by the Merger Agreement, including that the average market price used in such calculation will be equal to the average of the daily closing prices for US Airways Group common stock on the NYSE for each of the 20 trading days ending on (and including) the sixth trading day prior to the Closing.

The aggregate number of shares of AAG common stock issuable in the Merger to holders of US Airways Group equity instruments (including stockholders, holders of convertible notes, optionees, and holders of RSUs) will represent 28% of the diluted equity ownership of AAG. The remaining 72% diluted equity ownership in AAG will be distributable, pursuant to the Plan, to stakeholders, labor unions, and certain employees of AMR and the other Debtors and such 72% of the diluted equity ownership of AAG includes all shares of AAG common stock that are or may become issuable upon conversion of shares of AAG Convertible Preferred Stock. The aggregate number of shares of AAG common stock issuable under the Plan, whether directly or upon the conversion of AAG Convertible Preferred Stock, will not exceed 72% of the diluted equity ownership of AAG as of the time of the Merger. Accordingly, the 28% diluted equity ownership of AAG that will be distributed to the holders of US Airways Group equity instruments will not be diluted by the conversion of the AAG Convertible Preferred Stock or by the issuance of shares of AAG common stock pursuant to the Plan. The determination of the 28% diluted equity ownership of AAG that will be distributed to the holders of US Airways Group equity instruments takes into account the outstanding options, stock-settled RSUs, stock-settled SARs, the US Airways 7% Convertible Notes, and the US Airways 7.25% Convertible Notes, though it does not take into account future issuances of common stock following the Closing, which would be dilutive to all holders of AAG common stock. As of the date of this proxy statement/prospectus, there are no current plans to issue additional shares of AAG common stock at or following the Closing, except as contemplated by the Plan or the Merger Agreement and except for shares of AAG common stock underlying equity awards granted for compensatory purposes in the ordinary course of business.

Effectiveness of the Merger Agreement (see page 117)

On May 10, 2013, the Bankruptcy Court entered an order entitled Order Authorizing and Approving (i) Merger Agreement Among AMR Corporation, AMR Merger Sub, Inc., and US Airways Group, Inc., (ii) Debtors Execution of and Performance Under Merger Agreement, (iii) Certain Employee Compensation and Benefit Arrangements, (iv) Termination Fees, and (v) Related Relief (ECF No. 8096) (the Merger Support Order). In accordance with the Merger Agreement, upon entry of the Merger Support Order and execution of the Amendment, the Merger Agreement became effective and binding on, and enforceable against, each of the parties thereto retroactive to February 13, 2013. See the section entitled The Merger Agreement Effectiveness of the Merger Agreement beginning on page 117 for a discussion of the Merger Support Order and the effectiveness of the Merger Agreement.

Termination of the Merger Agreement (see page 138)

AMR and US Airways Group may mutually agree to terminate the Merger Agreement at any time prior to the Effective Time. Either company may also terminate the Merger Agreement if the Merger is not completed by October 14, 2013, subject to extension by either party in the event that certain regulatory clearances have not yet been obtained; provided that in no event will such extension be to a date that is later than December 13, 2013, unless a party delays its response to a request for additional information (a Second Request) from the U.S. Department of Justice (the DOJ), in which case the other party may extend the deadline beyond December 13, 2013 by the number of days so delayed. Further, the parties rights to terminate the Merger Agreement if the Merger is not completed by October 14, 2013 are subject to extension by either party in the event that certain

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conditions related to the Plan have not been satisfied or waived; provided that in no event will such extension be to a date that is later than December 13, 2013. The parties may also terminate the Merger Agreement in certain additional circumstances. See the section entitled "The Merger Agreement Termination of the Merger Agreement" beginning on page 138 for a discussion of these and other rights of each of AMR and US Airways Group to terminate the Merger Agreement.

The Combined Company after the Merger (see page 150)***American Airlines Group Inc.***

Following the Closing, AMR will change its name to American Airlines Group Inc., or AAG, and will operate its airlines under the American Airlines® brand, principally through its mainline operating subsidiaries, American and US Airways. AAG is expected to integrate American and US Airways into a single airline, under a single FAA operating certificate, within two years following the Closing, subject to receipt of FAA approval. Following the Closing, US Airways will withdraw from the Star Alliance and join the oneworld® alliance. After giving effect to the Merger, AAG is expected to offer more than 6,700 daily flights to 336 destinations in 56 countries around the world. AMR and US Airways Group expect that AAG will maintain all nine hubs currently served by American and US Airways, resulting in a significantly larger network and more travel options for customers. AMR and US Airways Group also expect that the American Eagle Carriers and the US Airways Group regional carriers will continue to operate as distinct entities, providing seamless service to customers of AAG. AAG will be headquartered in Dallas-Fort Worth and will maintain a significant corporate and operational presence in the Phoenix metropolitan area. AMR and US Airways Group expect AAG to employ approximately 100,000 people around the world. AAG will also provide customers with more choices and increased service across a larger worldwide network, including an enhanced oneworld® alliance, than either American or US Airways could offer independently. Upon integration of the American and US Airways frequent flyer programs, AMR and US Airways Group expect that AMR's AAdvantage® frequent flyer program (the AAdvantage® program) will become the industry's leading frequent flyer loyalty program based on AMR's and US Airways Group's anticipation that the AAdvantage® program will have the world's largest passenger network, the most available award destinations, and largest number of participants.

Expansive Global Network

AAG is expected to create a competitive alternative to Delta Air Lines and United Airlines by offering a comprehensive domestic flight network as well as a world-class global flight network that will have the scale, breadth, and capabilities to compete with the world's largest airlines. AAG will combine the flight networks of AMR and US Airways Group, which are highly complementary with few route overlaps. Out of the more than 680 domestic nonstop routes that American and US Airways fly, only 12 nonstop flights overlap. Systemwide, American serves 130 cities not served by US Airways, and US Airways serves 62 cities not served by American. By combining these complementary flight networks, AAG expects to fill gaps in the flight networks provided by each airline individually, improve traffic flows through the existing hubs of American and US Airways, and expand service from those hubs to offer increased connectivity to existing markets and service to new cities. The combination of the two networks will enhance connectivity within the oneworld® alliance including joint businesses with British Airways and Iberia across the Atlantic, to which Finnair is expected to be added, and with Japan Airlines and Qantas across the Pacific by creating more options for travel and benefits both domestically and internationally, with connecting service to 83 destinations in Latin America and the Caribbean, 21 destinations in Europe and the Middle East, and five destinations in Asia.

Revitalized Fleet

Including aircraft delivered or scheduled to be delivered to AMR and US Airways Group in 2013, AAG is scheduled to take delivery of more than 600 new aircraft through 2022, including 517 narrowbody aircraft and 90 widebody international aircraft. AAG's fleet is expected to feature fully lie-flat, all-aisle access premium seating

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on American's new Boeing 777-300ER aircraft similar to US Airways' Airbus A330 international Envoy service. AAG will also retrofit some of its widebody fleet to include fully lie-flat premium seating in an effort to provide a consistent experience for customers. AMR and US Airways Group expect AAG to have one of the most modern and efficient fleets in the industry with features that will be particularly appealing to business customers.

Expected Synergies

In considering the Merger, management of AMR and US Airways Group analyzed the potential cost and revenue synergies that could be generated by combining the companies, taking into account the benefits already achieved by AMR's restructuring. AMR and US Airways Group management have estimated that AAG will achieve more than \$1 billion in annual net synergies in 2015, including cost synergies of approximately \$150 million (after taking into account the improved compensation arrangements negotiated with employees of AAG) and revenue synergies of approximately \$900 million (the *Expected Synergies*). AMR and US Airways Group expect to realize the cost synergies principally by reducing management and administrative overhead, consolidating information technology systems, and combining facilities. AMR and US Airways Group expect to realize the revenue synergies principally from providing significantly enhanced connectivity throughout the world to permit customers, particularly corporate clients, to use AAG for more of their travel needs and from optimizing the scheduling of the combined fleet to better match aircraft size with consumer demand. AMR and US Airways Group also expect to incur transition costs in connection with the Merger and the integration of the businesses of AMR and US Airways Group of approximately \$1.2 billion. There can be no assurance that AAG will be able to achieve these cost and revenue synergies at all, or that, if achieved, they can be achieved in a timely manner. In addition to the transition costs expected to be incurred in connection with the Merger, AMR will pay approximately \$1.4 billion in cash at emergence to settle certain obligations in connection with the Plan.

Board of Directors and Management of AAG after the Merger

Following the Merger, the board of directors of AAG will consist of 12 members. Five of these directors have been designated by the Search Committee appointed by the UCC and a majority of the Consenting Creditors (and one of such directors will be the lead Independent Director); two of these directors have been designated by AMR and have been determined to be reasonably acceptable to the Search Committee; three of these directors have been designated by US Airways Group; and the two remaining directors will be Mr. Horton, the current chairman and chief executive officer of AMR, who will also serve as chairman of the board of directors of AAG, and Mr. Parker, the current chairman and chief executive officer of US Airways Group, who will also serve as chief executive officer of AAG. The Search Committee has designated James F. Albaugh, Jeffrey D. Benjamin, John T. Cahill, Michael J. Embler, and Richard P. Schifter as members of the board of directors of AAG following the Closing, with Mr. Cahill to serve as lead independent director. For more information about these individuals, see the section entitled *The Combined Company After the Merger Board of Directors and Management of AAG after the Merger Board of Directors* beginning on page 151. AMR has designated Alberto Ibarguen and Ray M. Robinson, current members of the AMR board of directors, as members of the board of directors of AAG following the Closing. For more information about these individuals, see the sections entitled *AMR Board of Directors and Corporate Governance Information Directors, Executive Officers, and Corporate Governance* beginning on page 245 and *AMR's Compensation Discussion and Analysis* beginning on page 251. US Airways Group has designated Matthew J. Hart, Richard C. Kraemer, and Denise M. O'Leary, current members of the US Airways Group board of directors, as members of the board of directors of AAG following the Closing. For more information about these individuals, see the sections entitled *Proposal 4: Election of Directors* beginning on page 283 and *US Airways Group Director Compensation* beginning on page 297. If, prior to the Closing, any of these prospective directors becomes unavailable for any reason to serve as a member of the board of directors of AAG following the Closing (which is not anticipated), a substitute will be designated in accordance with the Merger Agreement.

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Each of AMR and US Airways Group believes that these prospective directors are independent within the meaning of the relevant NYSE and NASDAQ rules. In accordance with stock exchange rules, a formal independence determination with respect to each such individual will be made following the Closing by the board of directors of AAG.

As of the date of this proxy statement/prospectus, the compensation to be paid to the non-employee directors of AAG has not yet been determined, nor has any determination been made as to committee memberships.

Mr. Horton will serve as chairman of the board of AAG until the earliest of:

the date that is the first anniversary of the Closing Date;

the day prior to the date of the first annual meeting of the stockholders of AAG following the Closing Date (which will not occur prior to May 1, 2014); and

the election of a new chairman by the affirmative vote of at least 75% of the members of the board of directors (rounded up to the next full director), which must include at least one director who was nominated as a director by AMR pursuant to the Merger Agreement.

Following the earliest of such dates, Mr. Parker will serve as chairman of the board of directors of AAG until the election of a new chairman by the affirmative vote of the board of directors of AAG, which, prior to the date that is the 18 month anniversary of the Closing Date, will require the affirmative vote of at least 75% of the members of the board of directors of AAG (rounded up to the next full director), which must include at least one director who was designated as a director by US Airways Group pursuant to the Merger Agreement.

On June 10, 2013, AMR and US Airways Group jointly announced their intention to retain the following individuals, subject to the approval of the board of directors of AAG, as the senior leadership team of AAG or its principal operating subsidiaries following the Closing (in addition to Mr. Parker):

J. Scott Kirby, as president (currently president of US Airways Group);

Elise R. Eberwein, as executive vice president people and communications (currently executive vice president people, communications and public affairs of US Airways Group);

Beverly K. Goulet, as chief integration officer (currently senior vice president and chief integration officer of AMR);

Robert D. Isom, Jr., as chief operating officer and as chief executive officer of US Airways (currently executive vice president and chief operating officer of US Airways Group);

Stephen L. Johnson, as executive vice president, corporate affairs (currently executive vice president corporate and government affairs of US Airways Group);

Derek J. Kerr, as chief financial officer (currently chief financial officer of US Airways Group);

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Maya Leibman, as chief information officer (currently senior vice president technology and chief information officer of AMR); and

William K. Ris, Jr., as senior vice president, government affairs (currently senior vice president government and regulatory affairs of AMR).

The designation of the executive officers of AAG will be determined by the board of directors of AAG after the Closing and is expected to be drawn from the executives identified above. As of the date of this proxy statement/prospectus, AAG had not entered into any new plan, contract, or arrangement with any of these individuals with respect to compensation and benefits following the Closing. The compensation programs and

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policies for AAG are expected to be established by the board of directors of AAG following the Closing. For more information with respect to the foregoing individuals who are current US Airways executive officers, see the sections entitled "US Airways Group Compensation Discussion and Analysis" beginning on page 310 and "US Airways Group Executive Officers" beginning on page 324.

Recommendation of US Airways Group's Board of Directors (see page 74)

The US Airways Group board of directors believes that the Merger Agreement and the Merger are advisable and in the best interests of US Airways Group and its stockholders and has unanimously approved the Merger Agreement and the Merger, and unanimously recommends that US Airways Group stockholders vote FOR adoption of the Merger Agreement and FOR the adoption of each of the other proposals described in this proxy statement/prospectus.

US Airways Group Stockholders Entitled to Vote (see page 68)

US Airways Group stockholders of record at the close of business on May 30, 2013, or the Record Date, are entitled to receive notice of and to vote at the 2013 Annual Meeting of Stockholders and at any adjournments or postponement thereof. On the Record Date, there were 180,577,075 shares of US Airways Group's common stock outstanding and eligible to be voted at the 2013 Annual Meeting of Stockholders. Each share of US Airways Group's common stock entitles its record holder to one vote on each matter submitted to the stockholders.

Vote Required

Assuming a quorum is present, the vote requirements for the various proposals are as follows:

Adoption of the Merger Agreement: Approval of the proposal to adopt the Merger Agreement requires the affirmative vote of a majority of the outstanding shares of US Airways Group common stock that are entitled to vote at the 2013 Annual Meeting of Stockholders;

Election of Directors: Each US Airways Group director nominee must be elected by the affirmative vote of a majority of the votes cast with respect to such nominee by the shares represented, in person or by proxy, and entitled to vote therefor at the 2013 Annual Meeting of Stockholders. A majority of the votes cast means that the number of votes cast for a nominee exceeds the number of votes cast against that nominee; and

All Other Matters: All other matters on the agenda will be decided by the affirmative vote of a majority of the shares of US Airways Group common stock represented, in person or by proxy, and entitled to vote at the 2013 Annual Meeting of Stockholders (and provided that a quorum need not be present to approve the proposal to adjourn the stockholder meeting to solicit additional proxies if there are not sufficient votes to adopt the Merger Agreement).

Voting by US Airways Group Directors and Executive Officers (see page 74)

As of the Record Date, directors and executive officers of US Airways Group were entitled to vote 1,225,347 shares of US Airways Group common stock or less than 1% of the shares of US Airways Group common stock outstanding on that date. The affirmative vote of a majority of the outstanding shares of US Airways Group common stock that are entitled to vote at the 2013 Annual Meeting of Stockholders is required to adopt the Merger Agreement. Each director and executive officer has indicated his or her present intention to vote, or cause to be voted, the shares of US Airways Group common stock owned by him or her FOR the adoption of the Merger Agreement.

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Opinion of US Airways Group's Financial Adviser (see page 93)

On February 13, 2013, Barclays Capital Inc. (Barclays) rendered its opinion to US Airways Group's board of directors that, as of such date and based upon and subject to the qualifications, limitations, and assumptions stated in its opinion, from a financial point of view, the consideration to be received by the stockholders of US Airways Group in the Merger is fair to the stockholders of US Airways Group.

The full text of Barclays' written opinion, dated as of February 13, 2013, is attached as Annex E to this proxy statement/prospectus. Barclays' written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered, and limitations upon the review undertaken by Barclays in rendering its opinion. You are encouraged to read the opinion carefully in its entirety. Barclays' opinion is (i) addressed to the board of directors of US Airways Group, (ii) addresses only the fairness, from a financial point of view, of the consideration to be offered to the stockholders of US Airways Group, and (iii) does not constitute a recommendation to any stockholder of US Airways Group as to how such stockholder should vote with respect to the proposed transaction or any other matter. Barclays was not requested to address, and its opinion does not in any manner address, US Airways Group's underlying business decision to proceed with or effect the proposed transaction.

Interests of US Airways Group's Directors and Executive Officers in the Merger (see page 110)

Certain members of the board of directors and executive officers of US Airways Group have interests in the Merger that are different from, or are in addition to, the interests of US Airways Group stockholders generally. These interests include those discussed below.

US Airways Group's executive officers are parties to agreements with US Airways Group and US Airways that provide for certain benefits upon a change in control of US Airways Group, including the Merger, and for severance benefits if their employment is terminated under certain circumstances in connection with a change in control of US Airways Group, including the Merger. In addition, the Merger Agreement provides that, as of the Effective Time, AAG will provide certain current and former US Airways Group non-employee directors various flight privileges and, in certain cases, a related tax gross-up payment.

Furthermore, US Airways Group compensation and benefit plans and arrangements provide for accelerated vesting of certain equity awards held by US Airways Group executive officers and directors upon the closing of a change in control of US Airways Group, including the Merger. Each US Airways Group executive officer has agreed to waive his or her rights to accelerated vesting of US Airways Group stock options, US Airways Group RSUs, and/or US Airways Group SARs, in each case, solely as a result of the Closing. In lieu of such rights, the US Airways Group executive officers have been provided a right to "double trigger" accelerated vesting of such equity awards, meaning the vesting of such equity awards would instead accelerate only upon a qualifying termination of such executive officers in connection with the Closing.

In addition, the current executive officers of US Airways Group are expected to serve as senior officers of AAG or its principal operating subsidiaries following the Closing, and four members of US Airways Group's current board of directors (including Mr. Parker) have been designated to serve as members of the board of directors of AAG following the Closing. For more information, see the section entitled "The Merger - Interests of US Airways Group's Directors and Executive Officers in the Merger" beginning on page 110.

Treatment of US Airways Group Equity Awards (see page 113)

The Merger Agreement provides that, at the Effective Time, (i) each US Airways Group stock option that is outstanding immediately prior to the Effective Time, whether or not vested, will be converted into an option to purchase a number of shares of AAG common stock equal to the number of shares of US Airways Group

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common stock underlying the applicable US Airways Group stock option, and AAG will assume such stock option, (ii)(a) each US Airways Group stock-settled SAR that is outstanding immediately prior to the Effective Time, whether or not vested, will be converted into a stock-settled SAR covering a number of shares of AAG common stock equal to the number of shares of US Airways Group common stock underlying the applicable US Airways Group stock-settled SAR, and (b) each US Airways Group cash-settled SAR that is outstanding immediately prior to the Effective Time will be converted into a cash-settled SAR to acquire an amount of cash determined by reference to a number of shares of AAG common stock equal to the number of shares of US Airways Group common stock referenced by the applicable US Airways Group cash-settled SAR and, in each case, AAG will assume such SAR, and (iii)(a) each US Airways Group stock-settled RSU, each of which represents the right to receive one share of US Airways Group common stock, that is outstanding immediately prior to the Effective Time will be converted into a stock-settled RSU with respect to one share of AAG common stock, and (b) each US Airways Group cash-settled RSU, each of which represents the right to receive the value of one share of US Airways Group common stock, that is outstanding immediately prior to the Effective Time will be converted into the right to receive an amount in cash based on the value of one share of AAG common stock and, in each case, AAG will assume such RSU.

For more information, see the sections entitled *The Merger Agreement The Merger Consideration and the Plan Shares US Airways Group Stock Options and Other Stock Awards* beginning on page 120 and *The Merger Agreement The Merger Consideration and the Plan Shares US Airways Stock Options and Other Stock Awards US Airways Group Restricted Stock Units* beginning on page 121.

Listing of AAG Common Stock and Delisting of US Airways Group Common Stock (see page 109)

It is a condition to Closing that the shares of AAG common stock to be issued to US Airways Group equity holders pursuant to the Merger Agreement be authorized for listing on the NYSE or NASDAQ prior to the Effective Time. AMR will use its reasonable best efforts to cause the shares of AAG common stock to be authorized for listing on the NYSE or NASDAQ upon official notice of issuance, prior to the Closing Date. Upon the Closing, shares of US Airways Group common stock currently listed on the NYSE will be delisted and will be deregistered under the Exchange Act.

No Dissenters Rights (see page 109)

Under the DGCL, holders of US Airways Group common stock are not entitled to appraisal rights in connection with the Merger.

Comparison of Stockholder Rights and Corporate Governance Matters (see page 180)

US Airways Group stockholders receiving shares of AAG common stock in connection with the Merger will have different rights once they become stockholders of AAG due to differences between the governing corporate documents of US Airways Group and the proposed governing corporate documents of AAG. These differences are described in detail in the sections entitled *Description of Capital Stock of AAG* beginning on page 177 and *Comparison of Stockholder Rights and Corporate Governance Matters* beginning on page 180.

The Plan of Reorganization (see page 155)

On April 15, 2013, AMR and the other Debtors filed the Plan and the Disclosure Statement with the Bankruptcy Court, each of which was subsequently amended. On June 7, 2013, the Bankruptcy Court entered an order approving the Disclosure Statement. The Plan incorporates and will implement the Merger pursuant to the Merger Agreement. In addition, the Plan contains provisions for the treatment of equity interests in and prepetition claims against AMR and the other Debtors. Upon the effectiveness of the Plan and the Merger, which are anticipated to occur substantially contemporaneously, all shares of existing AMR common stock and other

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equity interests in AMR will be cancelled and all rights with respect thereto will cease to exist. For more information, see the section entitled "The Plan of Reorganization" beginning on page 155.

Regulatory Approvals Required for the Merger (see page 105)

Several domestic and international regulatory filings and approvals are required before AMR and US Airways Group can effect the Closing. Under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), AMR and US Airways Group were required to file notifications with the Premerger Notification Office of the U.S. Federal Trade Commission ("FTC") and the Antitrust Division of the DOJ and to observe a mandatory waiting period before completing the Merger. On March 4, 2013, AMR and US Airways Group received a Second Request from the DOJ in connection with the proposed Merger. The issuance of the Second Request extended the statutory HSR Act waiting period during which the parties cannot close the Merger. The DOJ is currently conducting its review of the Merger. Several state attorneys general also are reviewing the Merger and are coordinating their investigation with the DOJ. In addition, the Merger is subject to the pre-Closing approval of the European Commission under European Union ("EU") merger control legislation. AMR and US Airways Group have also notified the Merger to the competition authorities in Canada, Brazil, and Mexico. These competition authorities have now all completed their review of the Merger without taking further action. The parties do not expect to file merger notifications in jurisdictions other than those described above. In addition to the antitrust related filings and clearances discussed above, AMR and US Airways Group must obtain approvals from various other U.S. regulatory agencies, including any required approvals from the U.S. Department of Transportation ("DOT") and the U.S. Federal Aviation Administration ("FAA"), as well as certain other foreign regulatory authorities in connection with the Merger. However, obtaining such approvals (other than any approvals from the DOT or the FAA) is only a condition to the Closing if the failure to obtain such approvals would reasonably be expected to result in a material adverse effect on AMR, US Airways Group, or AAG or to provide a reasonable basis to conclude that AMR, US Airways Group, or any of their respective directors or officers would be subject to the risk of criminal liability. AMR and US Airways Group do not believe that the failure to receive any such regulatory approvals, other than any required approvals from the DOT or the FAA, would reasonably be expected to result in a material adverse effect on AMR, US Airways Group, or AAG, or provide a reasonable basis to conclude that AMR, US Airways Group, or any of their respective directors or officers would be subject to the risk of criminal liability. As of the date of this proxy statement/prospectus, American and US Airways have submitted filings to the DOT in order to obtain certain required approvals in connection with the Merger, but have not received those approvals from the DOT. AMR and US Airways Group do not believe that any FAA approvals are required prior to the Merger, although approvals of the FAA will be required in connection with the integration of American and US Airways after the Closing.

Conditions to the Merger (see page 135)

Conditions to Each Party's Obligations to Effect the Merger

AMR's, AMR Merger Subsidiaries, and US Airways Group's obligations to complete the Merger are conditioned upon the satisfaction or waiver of each of the following conditions:

the Merger Agreement must have been duly adopted by holders of a majority of the outstanding shares of US Airways Group common stock;

the HSR Act waiting period applicable to the Closing must have expired or been earlier terminated;

any required EU Merger Regulation approvals or authorizations must have been obtained;

any required approval or authorization from the FAA and the DOT must have been obtained;

any approval or authorization required to be obtained from any other governmental entity for the Closing must have been obtained, except for those the failure of which to obtain would not,

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individually or in the aggregate, reasonably be expected to result in a material adverse effect on AMR, US Airways Group, or AAG or provide a reasonable basis to conclude that AMR, US Airways Group, or any of their respective directors or officers would be subject to the risk of criminal liability;

any approval or authorization required to be obtained under any other foreign antitrust, competition, or similar laws for the Closing must have been obtained, except for those the failure of which to obtain would not, individually or in the aggregate, reasonably be expected to result in a material adverse effect on AMR, US Airways Group, or AAG or provide a reasonable basis to conclude that AMR, US Airways Group, or any of their respective directors or officers would be subject to the risk of criminal liability;

no governmental entity of competent jurisdiction may have enacted, issued, promulgated, enforced, or entered any law (whether temporary, preliminary, or permanent) that is in effect and restrains, enjoins, makes illegal, or otherwise prohibits the Closing or the consummation of the other transactions contemplated by the Merger Agreement, and no governmental entity of competent jurisdiction may have proposed (and not withdrawn) an order that could have a material adverse effect on AAG or provide a reasonable basis to conclude that AMR, US Airways Group, or any of their respective directors or officers would be subject to the risk of criminal liability;

the shares of AAG common stock to be issued in the Merger and under the Plan must have been authorized for listing on the NYSE or NASDAQ upon official notice of issuance; and

the registration statement of which this proxy statement/prospectus forms a part must have become effective under the Securities Act, no stop order suspending its effectiveness may have been issued, and no proceedings for that purpose may have been initiated or be threatened by the SEC.

Conditions to Obligations of AMR and AMR Merger Sub

AMR's and AMR Merger Sub's obligations to effect the Merger are subject to the satisfaction or waiver of the following conditions:

each of the representations and warranties made by US Airways Group in the Merger Agreement (without giving effect to any materiality or material adverse effect qualifications contained therein) must be true and correct in all respects as of the date of the Merger Agreement and as of the Closing Date as though made on and as of the Closing Date (except to the extent any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty must be true and correct as of such earlier date) except (i) where the failure of such representations and warranties to be true and correct (other than with respect to specified representations and warranties relating to the capitalization of US Airways Group) would not, individually or in the aggregate, reasonably be expected to have a material adverse effect on US Airways Group; and (ii) where the failure of such specified representations and warranties relating to the capitalization of US Airways Group to be true and correct is not material;

US Airways Group must have performed in all material respects all obligations required to be performed by it under the Merger Agreement at or prior to the Closing Date;

AMR must have received a certificate signed on behalf of US Airways Group by the chief executive officer or chief financial officer of US Airways Group to the effect that the conditions in the prior two bullets have been satisfied;

AMR must have received the opinion of Weil, Gotshal & Manges LLP, counsel to AMR, in form and substance reasonably satisfactory to AMR, dated the Closing Date, substantially to the effect that the Merger in conjunction with the Plan will be treated for U.S. federal income tax purposes as a

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reorganization within the meaning of Section 368(a) of the U.S. Internal Revenue Code of 1986, as amended (the Code); and

any modifications, amendments, or supplements to the Plan, the Plan Related Documents, or the order of the Bankruptcy Court approving the restructuring of the Debtors pursuant to the Plan, including the approval of the Merger contemplated by the Merger Agreement, and the authorization of AMR to consummate the transactions contemplated by the Plan and the Merger Agreement (the Confirmation Order) not filed with the Bankruptcy Court by the Debtors must be reasonably acceptable to AMR; the Plan must have been confirmed by the Bankruptcy Court pursuant to the Confirmation Order, the Confirmation Order must be in full force and effect and must not have been stayed, modified, or vacated; and the effective date of the Plan (the Effective Date) must occur contemporaneously with the Closing Date. As used herein, Plan Related Documents means modifications, amendments, supplements, schedules, exhibits, and other similar documents related to the Plan or the Disclosure Statement or their terms and conditions.

Conditions to Obligations of US Airways Group

US Airways Group's obligation to effect the Merger is also subject to the satisfaction or waiver of the following conditions:

each of the representations and warranties made by AMR and AMR Merger Sub in the Merger Agreement (without giving effect to any materiality or material adverse effect qualifications contained therein) must be true and correct in all respects as of the date of the Merger Agreement and as of the Closing Date as though made on and as of the Closing Date (except to the extent any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty must be true and correct as of that earlier date) except (i) where the failure of such representations and warranties to be true and correct (other than with respect to specified representations and warranties relating to the capitalization of AAG) would not, individually or in the aggregate, reasonably be expected to have a material adverse effect on AMR; and (ii) where the failure of such specified representations and warranties relating to the capitalization of AAG to be true and correct is less than a certain threshold of shares of AAG common stock;

each of AMR and AMR Merger Sub must have performed in all material respects all obligations required to be performed by it under the Merger Agreement at or prior to the Closing Date;

US Airways Group must have received a certificate signed on behalf of AMR and AMR Merger Sub by the chief executive officer or chief financial officer of AMR to the effect that the conditions in the first, second, sixth, and seventh bullets under this heading Conditions to Obligations of US Airways Group have been satisfied;

US Airways Group must have received the opinion of Latham & Watkins LLP, counsel to US Airways Group, in form and substance reasonably satisfactory to US Airways Group, dated the Closing Date, substantially to the effect that the Merger in conjunction with the Plan will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code;

the Plan, the Plan Related Documents, and the Confirmation Order must be in form and substance reasonably acceptable to US Airways Group (such acceptance not to be unreasonably delayed, conditioned, or withheld); the Plan must have been confirmed by the Bankruptcy Court pursuant to the Confirmation Order; the Confirmation Order must be in full force and effect and must not have been stayed, modified, or vacated; and the Effective Date must occur contemporaneously with the Closing Date;

the Plan must include each of the components of a conforming plan as set forth in the Merger Agreement under The Merger Agreement Bankruptcy Matters beginning on page 126; and

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immediately prior to the effectiveness of the Plan:

- i secured indebtedness of the Debtors (other than secured indebtedness with respect to municipal bonds) must not exceed \$6.8 billion in aggregate principal amount, subject to certain exceptions;

- i secured indebtedness of the Debtors with respect to municipal bonds must not exceed \$1.7 billion in aggregate principal amount, subject to certain exceptions; and

- i certain unpaid administrative expense claims and unpaid claims entitled to priority status under the Bankruptcy Code (other than priority claims related to pensions) must not exceed \$400 million in aggregate principal amount.

Expected Timing of the Merger

AMR and US Airways Group plan to complete the Merger as soon as is reasonably practicable and presently expect the Closing to occur in the third quarter of 2013. However, AMR and US Airways Group cannot predict the exact timing of the Closing because it is subject to approval of the Bankruptcy Court as part of the Plan, regulatory appro