

DELTA AIR LINES INC /DE/  
Form 8-K  
December 04, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 4, 2017 (November 28, 2017)**

**DELTA AIR LINES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-05424**  
**(Commission**

**File Number)**

**P.O. Box 20706, Atlanta, Georgia 30320-6001**

**58-0218548**  
**(IRS Employer**

**Identification No.)**

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(Address of principal executive offices)

Registrant's telephone number, including area code: (404) 715-2600

Registrant's Web site address: www.delta.com

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On November 28, 2017, Delta Air Lines, Inc. ( Delta ) entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and U.S. Bancorp Investments, Inc., as the representatives of the underwriters named therein (the Underwriters ), in connection with the proposed offer and sale by Delta of \$450,000,000 aggregate principal amount of its 2.600% Notes due 2020 (the Notes ). The Underwriting Agreement includes customary representations, warranties and covenants, including an agreement to indemnify the Underwriters against certain liabilities.

The closing of the sale of the Notes is expected to occur on December 5, 2017. Delta intends to use the net proceeds from the offering for general corporate purposes.

The above description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, filed herewith as Exhibit 1.1, and incorporated herein by reference.

**Forward-Looking Statements**

Statements in this Current Report on Form 8-K (or otherwise made by us or on our behalf) that are not historical facts, including statements about our estimates, expectations, beliefs, intentions, projections or strategies for the future may be forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from historical experience or our present expectations. Known material risk factors applicable to Delta are described in Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, other than risks that could apply to any issuer or offering. All forward-looking statements speak only as of the date made, and we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 1.1 Underwriting Agreement, dated November 28, 2017, by and among Delta Air Lines, Inc., as issuer, and Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named therein

**SIGNATURES**

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

DELTA AIR LINES, INC.

By: /s/ Paul A. Jacobson  
Paul A. Jacobson  
Executive Vice President and Chief  
Financial Officer

Date: December 4, 2017

EXHIBIT INDEX

| Exhibit     | Description  |
|-------------|--|
| Exhibit 1.1 | <u>Underwriting Agreement, dated November 28, 2017, by and among Delta Air Lines, Inc., as issuer, and Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named therein</u> |