

Air Transport Services Group, Inc.
Form 8-K
March 18, 2009

**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): 03/18/2009

Air Transport Services Group, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-50368

DE
(State or other jurisdiction of
incorporation)

26-1631624
(IRS Employer
Identification No.)

145 Hunter Drive, Wilmington, OH 45177
(Address of principal executive offices, including zip code)

(937) 382-5591
(Registrant's telephone number, including area code)

ABX Holdings, Inc.
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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Item 7.01. Regulation FD Disclosure

On March 18, 2008, Air Transport Services Group, Inc. ("ATSG") announced that it's wholly owned subsidiary, ABX Air, Inc. ("ABX"), had entered into: (i) a memorandum of understanding with DHL pursuant to which DHL would have the option to lease up to four (4) Boeing 767-200 freighter aircraft from ABX and would also assume financial responsibility for the capital leases for five (5) other Boeing 767 aircraft that ABX is currently operating on behalf of DHL under the ACMI Service Agreement between the parties; and (ii) an agreement with DHL pursuant to which ABX's \$92.3 million promissory note to DHL would be written down to \$31 million in exchange for a prepayment of \$15 million and a guaranty from ATSG of ABX's obligations under the amended note.

A copy of the press release is enclosed herewith as Exhibit 99.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit

| No. | Description |
|-----|-------------|
|-----|-------------|

| | |
|-----|---|
| 99. | Press Release issued by Air Transport Services Group on March 18, 2009. |
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Signature(s)

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.

Air Transport Services Group, Inc.

Date: March 18, 2009

By: /s/ W. Joseph Payne

W. Joseph Payne
Sr. VP, Corporate General Counsel & Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| EX-99. | ATSG, DHL Agree to Amend Promissory Note; Memorandum Signed for Aircraft Leases |