Gol Intelligent Airlines Inc. Form 6-K November 12, 2014

#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM 6-K

### REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of November, 2014 (Commission File No. 001-32221),

GOL LINHAS AÉREAS INTELIGENTES S.A.

(Exact name of registrant as specified in its charter)

**GOL INTELLIGENT AIRLINES INC.** 

(Translation of Registrant's name into English)

Praça Comandante Linneu Gomes, Portaria 3, Prédio 24 Jd. Aeroporto 04630-000 São Paulo, São Paulo Federative Republic of Brazil (Address of Regristrant's principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F \_\_\_\_X Form 40-F \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_\_\_ No \_\_\_X\_\_\_

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

### Individual and Consolidated Interim Financial Information

GOL Linhas Aéreas Inteligentes S.A.

For the quarter ended September 30, 2014

with Report on Review of Interim Financial Information

Individual and Consolidated Interim Financial Information

September 30, 2014

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### **Performance report**

In the 3Q14, we recorded operating income (EBIT) of R\$ 152 million, an expansion of R\$ 115 million when compared to the same period last year, while the EBIT margin moved up 4.5 percentage points registering 6.2%. This was the seventh consecutive quarterly improvement in this indicator, reflecting the continuity and consistent delivery on our results.

Net revenue in the last 12 months totaled R\$ 10 billion, a new record, even in a scenario of soft economic growth. GOL's demand for seats (RPK) grew by 8.3% year over year in the first nine months, representing 53% of the industry's growth, which reflects the greater attractiveness of our products and services. Domestic supply, however, fell by 2.9%, demonstrating the rationalization strategy that the Company took in place since April 2012. From January to September, 2014, we were the market leader in terms of passengers boarded in the domestic market, reaching the record mark of 27.5 million.

In order to offer greater connectivity, we launched during this quarter two new regional destinations on the domestic market, Carajás and Altamira (Pará), as well as new international flights to Santiago (Chile) from Guarulhos (São Paulo), Miami from Campinas, and to Punta Cana from Guarulhos (São Paulo), Confins (Minas Gerais) and Brasília. In this way, we are the Brazilian airline with the greater supply to the Caribbean, with 78 weekly flights.

The strategy of increasing our international presence has been further reinforced by the expansion of our alliances. This has also strengthened revenue in other currencies, which accounted for 11% of our total revenue in the last 12 months. We implemented a two-way codeshare partnership with Aerolineas Argentinas, allowing us to sell its tickets on our website. We will shortly begin offering the same facility for AirFrance-KLM flights.

In order to ensure an even better flying experience, we extended our GOL+ Conforto seating to our entire domestic route network, with an even greater reclining angle and even more distance between seats. Currently, 94% of our fleet is configured as GOL+ and, by the end of the year, 100% of our fleet will have this configuration. In the third quarter, we also launched an exclusive service in Brazil, our express bag drop service at Congonhas airport. With this new service, the customers can complete one more check-in stage at the self-service totems, labeling and weighing their own baggage, as well as paying for any excess. This is one more simple and intelligent innovation providing our passengers with even greater control and visibility throughout the entire process, since the ticket purchase to the flight.

These new facilities have strengthened our capacity to ensure an even better flying experience for leisure passengers, and to be more attractive to the corporate client. Even in the midst of a challenging economic scenario in Brazil, resulting in reduced demand from corporate customers, GOL was the airline company

leader in tickets issued for the corporate segment, according to Abracorp (Brazilian Travel Agents' Association).

Continuing with our measures to strength our balance sheet, we concluded two senior notes tender offers totaling US\$ 411 million. Also, we concluded a senior notes issuance this quarter, totaling US\$ 325 million at 8.875% p.a. due on 2022. These actions aim to optimize the debt profile, avoiding major amortization pressure in the next three years and reduce the financial cost. We closed the quarter with R\$ 2.7 billion in cash position, equivalent to 27% of revenue in the last 12 months, which is essential to pass through periods of high market volatility. The financial leverage ratio (adjusted gross debt/EBITDAR) stood at 6.3x, 4.6 points down on 3Q13.

I would like to thank our customers for their loyalty, our Team of Eagles for their commitment and investors for their confidence posted on the Company. We celebrated on September 8, 2014 in the New York Stock Exchange (NYSE) the 10-year listing of GOL, in which we reiterated our commitment to the transparency and communication with our shareholders, which reinforces our vision of being the best company to fly with, work for and invest in.

### Paulo Sérgio Kakinoff

CEO of GOL Linhas Aéreas Inteligentes S.A.

### Highlights of the Subsidiary Smiles' Results in 3Q14

19.9% year-over-year upturn in the **number of accrued ex-GOL miles**;

Miles redeemed increase by 13.7% over 3Q13;

**Operating margin of** 30.8%, 6.0 percentage points higher

than in 3Q13;

**Operating cash flow** of R\$ 180 million, 34.6% up on

2Q14;

Launch of Brazil's innovative '365 Reasons' campaign;

**Net profit** of R\$ 60 million, 5.4% down on 3Q13, reflecting the financial result related to the capital structure following the capital reduction.

Smiles S.A. closed 3Q14 with an operating profit of R\$ 69.1 million, 78.2% up on 3Q13, with an operating margin of 30.8%, up by 6.0 percentage points, thanks to the 19.9% increase in growth in the number of accrued ex-GOL miles and healthy direct redemption margins. The financial result reflects the capital structure following the capital reduction, which led to significant increase in the return on capital indicators.

### **Operating and Financial Indicators**

Aviation Market - Industry						
RPK Industry - Total	31,035	29,692	4.5%	90,069	85,649	5.2%
RPK Industry - Domestic	23,406	22,677	3.2%	68,448	64,943	5.4%
RPK Industry - International	7,628	7,016	8.7%	21,621	20,707	4.4%
ASK Industry - Total	38,219	38,326	-0.3%	112,392	113,480	-1.0%
ASK Industry - Domestic	29,316	29,529	-0.7%	86,201	86,324	-0.1%
ASK Industry - International	8,903	8,797	1.2%	26,191	27,155	-3.6%
Industry Load Factor - Total	81.2%	77.5%	3.7 р.р	80.1%	75.5%	4.7 p.p
Industry Load Factor - Domestic	79.8%	76.8%	3.0 р.р	79.4%	75.2%	4.2 p.p
Industry Load Factor - International	85.7%	79.8%	5.9 p.p	82.6%	76.3%	6.3 p.p
Aviation Market – GOL						
RPK GOL – Total	9,459	8,659	9.2%	27,732	25,199	10.1%
RPK GOL - Domestic	8,289	7,761	6.8%	24,550	22,676	8.3%
RPK GOL - International	1,170	898	30.3%	3,183	2,524	26.1%
ASK GOL – Total	12,201	12,447	-2.0%	36,349	36,955	-1.6%
ASK GOL – Domestic	10,587	11,049	-4.2%	31,876	32,817	-2.9%
ASK GOL - International	1,614	1,397	15.5%	4,473	4,138	8.1%
GOL Load Factor - Total	77.5%	<i>69.6%</i>	7.9 p.p	<b>76.3</b> %	<i>68.2%</i>	8.1 p.p
GOL Load Factor - Domestic	78.3%	70.2%	8.1 p.p	77.0%	69.1%	7.9 р.р
GOL Load Factor - International	72.5%	64.2%	8.3 p.p	71.2%	61.0%	10.2 p.p
Revenue Passengers - Pax on board ('000)	9,978	9,028	10.5%	29,039	26,298	10.4%
Aircraft Utilization (Block Hours/Day)	11.4	11.8	-3.5%	11.3	11.7	-3.4%
Departures	79,853	79,510	0.4%	234,252	236,137	-0.8%
Average Stage Length (km)	903	894	1.0%	905	897	0.9%
Fuel consumption (mm liters)	380	376	1.1%	1,130	1,121	0.8%
Full-time equivalent employees at period	16,354	16,209	0.9%	16,354	16,209	0.9%
end						
Average Operating Fleet	125	120	4.2%	125	121	3.6%
Net YIELD (R\$ cents)	23.15	23.58	-1.9%	23.82	22.50	5.8%
Net PRASK (R\$ cents)	17.94	16.41	9.4%	18.17	15.34	18.4%
Net RASK (R\$ cents)	20.18	17.92	12.6%	20.18	16.85	19.8%
CASK (R\$ cents)	18.92	17.62	7.4%	19.26	16.57	16.2%
CASK ex-fuel (R\$ cents)	11.29	10.28	9.8%	11.41	9.43	21.0%
Spread RASK – CASK (R\$ cents)	1.25	0.30	320.7%	0.93	0.28	231.7%
Average Exchange Rate <sup>1</sup>	2.2745	2.2880	-0.6%	2.2857	2.1177	<b>7.9%</b>
End of period Exchange Rate <sup>1</sup>	2.4510	2.2300	9.9%	2.4510	2.2300	9.9%
WTI (avg. per barrel, US\$) <sup>2</sup>	97.2	105.8	-8.1%	99.6	98.2	1.4%
Price per liter Fuel (R\$)	2.45	2.43	0.8%	2.52	2.35	7.2%
	0.74	0.78	-4.8%	0.76	0.77	-1.3%

Gulf Coast Jet Fuel Cost (average per liter,

US\$)³

1. Source: Brazilian Central Bank; 2. Source: Bloomberg; 3. Fuel expenses /liters consumed.

### Aviation Market – Industry

The **domestic airline industry** maintained its dynamic of rationality in terms of **seat supply (ASK)**, with a 0.1% year-over-year decline in the first nine months, while the **demand** increased by 5.4%. The load factor moved up by 4.2 percentage points reaching 79.4%. In the quarter, industry **supply** fell by 0.7% while **demand** was up by 3.2%. As a result, the **load factor** came to 79.8%, 3.0 percentage points higher than in 3Q13.

The number of **passengers boarded** in the **domestic market** increased by 6.8% in the first nine months of 2014 to 70.3 million. In the **international market** more than 4.7 million passengers were transported, 4.4% more than in the same period last year.

**Domestic Market - GOL** 

**Domestic supply** declined by 2.9% in the 9M14 and 4.2% in the quarter, in line with the Company's projections for 2014 of a reduction between -3% and -1%.

**Domestic demand** increased by 8.3% in 9M14, representing 53% of the growth in the industry demand. In 3Q14, domestic demand grew by 6.8%.

The **domestic load factor** stood at 77.0% and 78.3% in 9M14 and 3Q14, respectively, fueling PRASK growth in the period.

GOL registered a record of 26 million **passengers transported in the domestic market** in the first nine months, 2.6 million more than in 9M13, which account for 57% of the increase reported by the industry as a whole in the same period. These results arose from the Company's efforts to constantly improve its products and services, making them even more attractive to the customers.

For the first time, GOL was the airline company leader in the sale of air tickets to the corporate **segment** in the nine months accumulated, according to Abracorp (Brazilian Travel Agents' Association).

### **International Market - GOL**

**International supply** increased by 8% in 9M14, in line with the annual growth guidance of up to 8% for 2014. The company announced news flights in the quarter to Santiago (Chile) from Guarulhos (São Paulo), Miami from Campinas, and to Punta Cana from Guarulhos (São Paulo), Confins (Minas Gerais) and Brasília.

**International demand** grew by 26.1% in 9M14, generating an increase of 10.2 percentage points in the period load factor.

GOL **carried 1.4 million boarded passengers in the international market** in the first nine months, 251 thousand more than in 9M13, versus an increase of 197 thousand for the industry as a whole. The Company maintained its focus on gradually increasing its presence in other countries, expanding the share of foreign-currency revenue.

### **PRASK and Yield**

Due to the 8 percentage point upturn in the load factor, **PRASK** moved up by 9% over 3Q13. **Yield** recorded a 2% decline in the quarter, accompanying Brazil's challenging economic activity scenario, which reduced demand from business travelers.

### **Fleet Plan**

Fleet (End of Period) Aircraft Commitments (R\$ million)* Pre-Delivery Payments (R\$ million) Total (R\$ million) *Considers aircraft list price		137 48 <b>48</b>	140 1,222 268 <b>1,489</b>	140 1,278 142 <b>1,420</b>	33,895 4,474 <b>38,369</b>	36,395 4,932 <b>41,327</b>
Boeing 737-NG Family	142		140	2	146	-4
737-800 NG**	107		104	3	110	-3
737-700 NG	35		36	-1	36	-1
737-300 Classic*	3		8	-5	3	-
767-300/200*	1		1	-	1	-
Financial Leasing (737-NG and 767)	46		46	-	46	-
Operational Leasing *Non-operational aircraft	97		95	2	101	-4

\*\*Includes 5 aircraft being returned and 8 sub-leased aircraft

At the end of 3Q14, out of a total of 142 Boeing 737-NG aircraft, GOL was operating **133 aircraft** on its routes. Of the **remaining 9 aircraft**, **5 were sub-leased** to the European airlines and the remaining **4** were in the process of being **returned to their lessors**.

GOL has **97 aircraft under operating leases** and 46 under financial leases, **40 of which with a purchase option** when their leasing contracts expire. In 3Q14, GOL **returned 4 B737 NGs.** 

The average age of the fleet was 7.6 years at the end of 3Q14. In order to maintain this indicator at low levels, the Company has **130 firm aircraft acquisition orders** with Boeing for fleet renew until 2026.

#### Capex

GOL invested **R\$ 176 million** in 3Q14 and **R\$ 483 million** in 9M14. For more details on changes in property, plant and equipment, see Note 16 to the financial statements.

### **Financial Guidance 2014**

Brazilian GDP Growth	1.5%	2.0%	-
Annual Change in RASK	Equal to or	above 10%	20%
Annual Change in Domestic Supply (ASK)	-3%	-1%	-2.9%
Annual Change in International Supply (ASK)	Up to	) +8%	8.1%
Annual Change in CASK ex-fuel	Equal to or less than 10%		21.0%
Average Exchange Rate (R\$ /US\$ )	2.50	2.40	2.29
Jet Fuel Price (QAV)*	2.85	2.70	2.52
Operating Margin (EBIT)	3%	6%	4.6%

Due to the impact of the adverse macroeconomic scenario, GOL may revise its guidance to incorporate any developments in its operating and financial performance, as well as any changes in interest, FX, GDP and WTI and Brent oil price trends. GOL is maintaining its previously published financial guidance for 2014.

## Audit committee statement

The Audit Committee of GOL LINHAS AÉREAS INTELIGENTES S.A., in accordance with its bylaws and legal provisions, examined the Interim Financial Information for the period ended September 30, 2014. Based on the procedures performed, considering also the report of the independent auditors - Ernst & Young Auditores Independentes S.S., dated November 11, 2014, and the information and explanations received during the period, opines that these documents are able to be appreciated by the Board Shareholder's Meeting.

São Paulo, November 11, 2014.

Richard F. Lark

Member of the Audit Committee

Antônio Kandir

Member of the Audit Committee

Luiz Kaufmann

Member of the Audit Committee

Audit committee statement

# Directors' statement on the interim financial information

FOR THE PURPOSES OF ARTICLE 25, §1, Subsection VI, of CVM Rule 480/09.

In accordance with CVM Rule 480/09, the Directors declare that discussed, reviewed and agreed with the Interim Financial Information for the period ended September 30, 2014.

São Paulo, November 11, 2014.

Paulo Sérgio Kakinoff

**Chief Executive Officer** 

Edmar Prado Lopes Neto

Vice President and Investor Relations Officer

## Directors' statement on the auditor's review of interim financial information

FOR THE PURPOSES OF ARTICLE 25, §1, Subsection VI, of INSTRUÇÃO CVM 480/09.

In accordance with Instrução CVM 480/09, the Directors declare that discussed, reviewed and agreed with the Report on Review of Interim Financial Information for the three-month period ended September 30, 2014.

São Paulo, November 11, 2014.

Paulo Sérgio Kakinoff

**Chief Executive Officer** 

Edmar Prado Lopes Neto

Vice President and Investor Relations Officer

Condomínio São Luiz

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(A free translation from the original in Portuguese into English)

### Report on the review of interim financial information

То

The Shareholders, Board of Directors and Officers

### Gol Linhas Aéreas Inteligentes S.A.

São Paulo - SP

### Introduction

We have reviewed the accompanying individual and consolidated interim financial information of Gol Linhas Aereas Inteligentes S.A. ("Company"), identified as Company and Consolidated, respectively, contained in the Quarterly Information (ITR) for the quarter ended September 30, 2014, which comprises the balance sheet as at September 30, 2014 and the related income statement and statement of comprehensive income for the quarter and nine-month period then ended, and the statement of changes in equity and statement of cash flows for the nine-month period then ended, and a summary of significant accounting practices and other explanatory notes.

Report on the review of interim financial information

Company management is responsible for the preparation of interim individual financial information in accordance with the Technical Pronouncement of the Accounting Pronouncements Committee (CPC) 21 (R1) - Interim Financial Reporting and the consolidated interim financial information in accordance with CPC 21 (R1) and IAS 34 - Interim Financial Reporting, issued by the International Accounting Standards Board (IASB), as well as for the presentation of these information in compliance with the rules issued by the Brazilian Securities Commission ("CVM"), applicable to the preparation of Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim financial information based on our review.

### Scope of review

We conducted our review according to the Brazilian and international review standards of interim financial information (NBC TR 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim financial information consists of inquiries, mainly of the people responsible for the financial and accounting matters, and the application of analytical and other review procedures. The scope of a review is significantly narrower than that of an audit conducted in accordance with audit standards and, accordingly, it did not permit us to obtain assurance that we took notice of all significant matters that could have been raised in an audit. Therefore, we did not express an audit opinion.

### Conclusion on the interim individual financial information

Based on our review, we are not aware of any fact that makes us believe that the interim individual financial information included in the Quarterly Information referred above was not prepared, in all material respects, in accordance with CPC 21 (R1) applicable to the preparation of Quarterly Information (ITR), and presented in compliance with the rules issued by the CVM.

### Conclusion on the interim consolidated financial information

Based on our review, we are not aware of any fact that makes us believe that the interim consolidated financial information included in the Quarterly Information referred above was not prepared, in all material respects, in accordance with CPC 21 (R1) and IAS 34, and presented in compliance with the rules issued by the CVM.

### **Other matters**

### Statements of value added

We have also reviewed the individual and consolidated statement of value added (SVA) for the nine-month period ended September 30, 2014, prepared under the responsibility of the Company's management, the presentation of which in the interim financial information is required by the rules of the CVM applicable to Quarterly Information (ITR), and as supplementary information under IFRS, whereby no statement of value added presentation is required. These statements have been subject to the same review procedures previously described and, based on our review, we are not aware of any fact that makes us believe that they were not prepared, in all material respects, according to the interim individual and consolidated financial information taken as a whole.

### Audit and review of the amounts corresponding to prior year and period

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The amounts correspondent to balance sheets for the year ended December 31, 2013 and the statements of income, of comprehensive income, of changes in shareholders' equity, of cash flows and of value added for the three and nine-months period ended September 30, 2013 presented for comparison purposes, were previously audited and reviewed, respectively, by other independent accountants, who issued an unmodified opinion dated March 25, 2014 and review report of quarterly information dated November 11, 2013.

São Paulo, November 11, 2014.

**ERNST & YOUNG** 

Auditores Independentes S.S.

CRC-2SP015199/O-6

Luiz Carlos Passetti

Accountant CRC-1SP144343/O-3

Vanessa R. Martins

Accountant CRC-1SP244569/O

Company Profile / Subscribed Capital

Number of shares

Paid-in capital Preferred **Total** Treasury **Total**  Current Year 09/30/2014 143,858,204 139,257,602 283,115,806 2,083,875 2,083,875

# Individual Financial Statements / Statement of Financial Position - Assets

(In thousands of Brazilian Reais)

Line code	Line item	Current Year 09/30/2014	Prior Year 12/31/2013
Line code	Line item	0 204 117	0 510 640
	Total assets	2,304,117	2,513,648
1.01	Current assets	575,326	363,767
1.01.01	Cash and cash equivalents	391,803	343,793
1.01.02	Short-term investments	174,094	2,524
1.01.06	Recoverable taxes	9,422	9,991
1.01.07	Prepaid expenses	-	438
1.01.08	Other current assets	7	7,021
1.01.08.01	Noncurrent assets for sale	7	7
1.01.08.01.01	Restricted cash	7	7
1.01.08.03	Others	-	7,014
1.02	Noncurrent assets	1,728,791	2,149,881
1.02.01	Long-term assets	170,347	174,900
1.02.01.06	Taxes	72,348	84,567
1.02.01.06.01	Deferred taxes	53,213	54,998
1.02.01.06.02	Recoverable taxes	19,135	29,569
1.02.01.08	Related-party transactions	50,606	49,961
1.02.01.08.04	Other related-party transactions	50,606	49,961
1.02.01.09	Other noncurrent assets	47,393	40,372
1.02.01.09.03	Deposits	25,793	20,170
1.02.01.09.04	Restricted cash	21,600	20,202
1.02.02	Investments	766,378	1,084,149
1.02.03	Property, plant and equipment	792,066	890,832

# Individual Financial Statements / Statement of Financial Position - Liabilities

(In thousands of Brazilian Reais)

		Current Year	Prior Year
Line code	Line item	09/30/2014	12/31/2013
2	Total liabilities and equity	2,304,117	2,513,648
2.01	Current liabilities	30,111	84,710
2.01.01	Salaries, wages and benefits	487	1,092
2.01.01.02	Salaries, wages and benefits	487	1,092
2.01.02	Suppliers	434	3,769
2.01.03	Taxes payable	1,430	1,246
2.01.04	Short-term debt	26,934	47,488
2.01.05	Other liabilities	826	31,115
2.01.05.02	Others	826	31,115