AMR CORP
Form SC TO-I/A
February 18, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AMR CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Issuer))

4.5% Senior Convertible Notes due 2024 — *(Title of Class of Securities)*
001765 BB 1 — *(CUSIP Number of Class of Securities)*

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AMR Corporation
P.O. Box 619616
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(817) 963-1234
(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

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CALCULATION OF FILING FEE

Transaction Valuation*	**Amount of Filing Fee****
$307,979,000	**$12,103.58**

* Calculated solely for purposes of determining the filing fee. The purchase price of the 4.5% Senior Convertible Notes due 2024 (the **Notes**), as described herein, is $1,000 per $1,000 principal amount outstanding. As of January 14, 2009, there was $307,979,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of $307,979,000.

** The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals $39.30 for each $1,000,000 of the value of the transaction. The filing fee was paid on January 15, 2009 in connection with the filing by AMR Corporation of the original Schedule TO (Registration No. 005-33763).

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable — Filing Party: Not Applicable
Form or Registration No.: Not Applicable — Date Filed: Not Applicable

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- o third-party tender offer subject to Rule 14d-1.
- þ issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: þ

INTRODUCTORY STATEMENT

This Amendment No. 1 is the final amendment to the Tender Offer Statement on Schedule TO (the **Schedule TO**) originally filed by AMR Corporation, a Delaware corporation (the **Company**), on January 15, 2009, with respect to the right of each holder (each, a **Holder**) of the Company s 4.5% Senior Convertible Notes due 2024 (the **Notes**) to sell and the obligation of the Company to purchase the Notes upon the terms of and subject to the conditions set forth in the Indenture, dated as of February 1, 2004 (the **Indenture**), between AMR Corporation, a Delaware corporation (**AMR** or the **Company**), and Wilmington Trust Company, as trustee thereunder (the **Trustee**), as supplemented by the Supplemental Indenture No. 2004-1, dated as of February 13, 2004 (the **Indenture Supplement**), among AMR, American Airlines, Inc., a subsidiary of the Company, as guarantor, and the Trustee, and the Company Notice to Holders, dated January 15, 2009 (the **Company Notice**), filed as an exhibit to the Schedule TO (which Indenture, Indenture Supplement and Company Notice, as amended or supplemented from time to time, collectively constitute the **Option Documents**).

This Amendment No. 1 is being filed by the Company to amend and supplement certain provisions of the Schedule TO to the extent set forth herein.

This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Item 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Holder s right to surrender their Notes for purchase (the **Put Option**) by the Company pursuant to the Option Documents expired at 5:00 p.m., New York City time, on February 13, 2009. The Company has been advised by Wilmington Trust Company, as paying agent (the **Paying Agent**), that pursuant to the terms of the Put Option, Notes in an aggregate principal amount of $282,911,000 were validly surrendered for purchase and not withdrawn prior to the expiration of the Put Option. The Company has accepted for purchase all of the Notes validly surrendered and not withdrawn. The purchase price for the Notes pursuant to the Put Option was $1,000 in cash per $1,000 principal amount of the Notes. The aggregate purchase price for all the Notes validly surrendered and not withdrawn was $282,911,000. The Company has forwarded cash in payment of the aggregate purchase price to the Paying Agent for distribution to the Holders in accordance with the procedures of The Depository Trust Company. Following the Company s purchase of the Notes pursuant to the Put Option, $198,000 in aggregate principal amount of the Notes remains outstanding.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to read as follows:

Exhibit Number	Description
(a)(1)	Company Notice to Holders of 4.5% Senior Convertible Notes due 2024, dated January 15, 2009.*
(a)(5)(A)	Press release issued on January 15, 2009.*
(a)(5)(B)	Press release issued on February 18, 2009
(b)	Not applicable.
(d)(1)	Indenture, dated as of February 1, 2004, by and between the Company and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4(a)(1) to the Company s Current Report on Form 8-K filed on February 25, 2004.
(d)(2)	Supplemental Indenture No. 2004-1, dated as of February 13, 2004, by and between the Company, American Airlines, Inc., a subsidiary of the Company, as guarantor, and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4(a)(2) to the Company s Current Report on Form 8-K filed on February 25, 2004.
(g)	Not applicable.
(h)	Not applicable.

*Previously filed

Item 13. Information Required by Schedule 13E-3.
Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AMR Corporation

Date: February 18, 2009

By: /s/ Thomas W. Horton
Name: Thomas W. Horton
Title: Executive Vice President Finance and Planning and Chief Financial Officer

EXHIBIT INDEX

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(g)	Not applicable.
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