

Allegiant Travel CO  
Form 8-K  
August 11, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

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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): August 5, 2014

Allegiant Travel Company

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(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Nevada<br>(State or other jurisdiction of<br>incorporation) | 001-33166<br>(Commission File Number) | 20-4745737<br>(I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

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| 8360 S. Durango Drive,<br>Las Vegas, NV<br>(Address of principal executive<br>offices) | 89113<br>(Zip Code) |
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Registrant's telephone number, including area code: (702) 851-7300

(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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Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On August 5, 2014, Sunrise Asset Management, Inc., a wholly-owned subsidiary of Allegiant Travel Company (the "Company") executed an Aircraft Sale & Purchase Agreement with NAS Investments 3, Inc., an affiliate of GE Capital Aviation Services, LLC, under which the Company agreed to purchase eight Airbus A319 aircraft already subject to agreements to lease previously entered into by the parties. This transaction was previously announced in a June 16, 2014 filing. Concurrently with the execution of the Aircraft Sale & Purchase Agreement, the Company closed on the purchase of two of these aircraft, which were previously on lease to the Company. Including this agreement, there are ten Airbus A320 series aircraft remaining to be delivered for purchase under existing contracts during the remainder of 2014 through 2016. The remaining total purchase price and estimated induction costs for these aircraft are estimated to be approximately \$187 million, subject to adjustment at the time of purchase.

Forward-Looking Statements: Under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, statements in this report that are not historical facts are forward-looking statements. These forward-looking statements are only estimates or predictions based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include our statements regarding the delivery dates of aircraft under contract. Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in the forward-looking statements. Important risk factors that could cause our results to differ materially from those expressed in the forward-looking statements generally may be found in our periodic reports and registration statements filed with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). Any forward-looking statements are based on information available to us today and we undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

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SIGNATURE

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

Date: August 11, 2014

ALLEGIANT TRAVEL COMPANY

By: /s/ Scott Sheldon  
Name: Scott Sheldon  
Title: Chief Financial Officer