



**Purchase, New York 10577**

**(914) 701-8000**

**(Address of principal executive offices)**

**(Telephone number)**

**2018 Incentive Plan**

**(Full name of plan)**

**Adam R. Kokas**

**Executive Vice President, General Counsel**

**and Secretary**

**Atlas Air Worldwide Holdings, Inc.**

**2000 Westchester Avenue**

**Purchase, New York 10577**

**(914) 701-8000**

**(Name and address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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 7(a)(2)(B) of the Securities Act. "

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered <sup>(1)</sup></b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 per share, under the 2018 Incentive Plan	450,651 Shares	\$ 49.76	\$22,424,394.00	\$ 2,718.00

This registration statement (the "Registration Statement") also covers an indeterminate number of additional shares (1) that may be issued upon any stock split, stock dividend, recapitalization or other similar transaction in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").

This estimation is solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and is based upon the average of the high and low sales prices of our shares of common (2) stock, par value \$0.01 per share (the "Common Stock"), on October 26, 2018, as reported on the NASDAQ Global Select Market.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act is not required to be filed with the Securities and Exchange Commission (the "Commission") and is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the explanatory note to Part I of Form S-8. Such information will be provided to each recipient of an equity award under the 2018 Incentive Plan as specified by Rule 428(b)(1) under the Securities Act.

**Item 2. Registrant Information and Employee Plan Annual Information.**

We will provide without charge to each person to whom a copy of this prospectus is delivered, upon written or oral request by such person, a copy of any or all of the information (a) that has been incorporated by reference in this prospectus (excluding exhibits, unless such exhibits are specifically incorporated by reference into the information that this prospectus incorporates) or (b) required to be delivered under Rule 428(b) of the Securities Act. Requests for copies of such information should be directed to Office of the Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, NY 10577, ((914) 701-8000).

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The documents listed below are incorporated by reference in this Registration Statement. In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

(1) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on February 22, 2018, including the portions of our Definitive Proxy Statement on Schedule 14A filed with the Commission on April 19, 2018, that are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017;

(2) All other reports filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act since December 31, 2017; and

(3) The description of our Common Stock, which is contained in our registration statement on Form 8-A, filed with the Commission on June 19, 2001 pursuant to Section 12 of the Exchange Act, including any subsequent amendments or reports filed for the purpose of updating that description.

Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed with the Commission, including related exhibits, pursuant to Item 2.02, Item 7.01 or Item 9.01 of Form 8-K or otherwise.

#### **Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

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**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (“DGCL”) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 102(b)(7) of the DGCL permits a corporation to include in its certificate of incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (relating to unlawful payment of dividends and unlawful stock purchase and redemption) or (iv) for any transaction from which the director derived an improper personal benefit.

Our certificate of incorporation provides that our directors shall not be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exculpation from liabilities is not permitted under the DGCL as in effect at the time such liability is determined. Our certificate of incorporation further provides that we shall indemnify our directors and officers to the fullest extent permitted by the DGCL. Article XXVI of our Amended and Restated By-Laws provides that any person made a party or threatened to be made a party to a threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director of the Company or officer of the Company elected by the Board of Directors, is or was serving at the request of the Company as a director or officer of another corporation or enterprise, including service with respect to an employee benefit plan, shall be indemnified by the Company against expenses (including attorneys’ fees), judgments, fines and

amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent authorized from time to time by the DGCL. The rights of indemnification are not exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who ceases to be a director, officer, employee or agent.

We have obtained director and officer liability insurance under which, subject to the limitations of such policies, coverage will be provided (a) to our directors and officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or officer, including claims relating to public securities matters and (b) to us with respect to payments which may be made by us to these officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

We may enter into indemnification agreements with our directors and certain of our officers. The indemnification agreements provide our directors and certain of our officers with further indemnification to the maximum extent permitted by the DGCL.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<u>4.1</u>	<u>Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 21, 2001)</u>
<u>4.2</u>	<u>Amended and Restated By-Laws (incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K, filed December 15, 2016)</u>
<u>4.3</u>	<u>2018 Incentive Plan (incorporated by reference to Exhibit B to the Company's definitive Proxy Statement, filed April 19, 2018)</u>
<u>5.1</u>	<u>Opinion of Cravath, Swaine &amp; Moore LLP</u>
<u>23.1</u>	<u>Consent of Cravath, Swaine &amp; Moore LLP (included in Exhibit 5.1)</u>
<u>23.2</u>	<u>Consent of PricewaterhouseCoopers LLP</u>
<u>24.1</u>	<u>Powers of Attorney (included as part of signature page attached hereto)</u>

**Item 9. Undertakings.**

(a) The Company hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Purchase, State of New York, on the 1<sup>st</sup> day of November, 2018.

ATLAS AIR WORLDWIDE HOLDINGS,  
INC.

By: /s/ William J. Flynn  
William J. Flynn  
President and Chief Executive Officer

**POWERS OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

In addition, the undersigned directors and officers of Atlas Air Worldwide Holdings, Inc., hereby severally constitute and appoint William J. Flynn, John W. Dietrich, Adam R. Kokas and Spencer Schwartz and each of them singly, their true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments (including post-effective amendments and any registration statements relating to the same offering effective upon filing pursuant to Rule 462(b)) or supplements to the Registration Statement on Form S-8 of Atlas Air Worldwide Holdings, Inc., and generally to do all such things in our name and on our behalf in our capacities indicated below to enable Atlas Air Worldwide Holdings, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be required by our said attorneys or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

<b>Signatures</b>	<b>Title</b>	<b>Dates</b>
/s/ Robert F. Agnew		
Robert F. Agnew	Chairman of the Board of Directors	November 1, 2018

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/s/ William J. Flynn	President, Chief Executive Officer and Director	November 1, 2018
William J. Flynn	(Principal Executive Officer)	
/s/ Spencer Schwartz	Executive Vice President and Chief Financial Officer	November 1, 2018
Spencer Schwartz	(Principal Financial Officer)	
/s/ Keith H. Mayer	Senior Vice President, Chief Accounting Officer and Corporate Controller	November 1, 2018
Keith H. Mayer	(Principal Accounting Officer)	
/s/ Timothy J. Bernlohr	Director	November 1, 2018
Timothy J. Bernlohr		
/s/ Charles F. Bolden, Jr.	Director	November 1, 2018
Charles F. Bolden, Jr.		
/s/ Bobby J. Griffin	Director	November 1, 2018
Bobby J. Griffin		
/s/ Carol B. Hallett	Director	November 1, 2018
Carol B. Hallett		
/s/ Jane H. Lute	Director	November 1, 2018
Jane H. Lute		
/s/ Duncan J. McNabb	Director	November 1, 2018
Duncan J. McNabb		
/s/ Sheila A. Stamps	Director	November 1, 2018
Sheila A. Stamps		
/s/ John K. Wulff	Director	November 1, 2018
John K. Wulff		

**Exhibit Index**

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