

SOUTHWEST AIRLINES CO  
Form SC TO-I/A  
June 07, 2011

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

## SOUTHWEST AIRLINES CO.

(Name of Subject Company and Filing Persons (Issuer))

7% Convertible Notes due 2023

(Title of Class of Securities)

00949P AB4

(CUSIP Numbers of Class of Securities)

Laura H. Wright

Chief Financial Officer (Principal Financial and Accounting Officer)

P.O. Box 36611

Dallas, Texas 75235

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(214) 792-4000

(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 (\*)**  
\$5,635,856

**Amount of Filing Fee\*\***  
\$654.32

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 7% Convertible Notes due 2023 (the **Notes**), as described herein, is \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but not including, the repurchase date. As of May 3, 2011, there was \$5,472,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$5,635,856.

\*\* 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 \$71.30 for each \$1,000,000 of the value of the transaction.

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: \$654.32  
Form or Registration No.: Schedule TO

Filing Party: Southwest Airlines Co.  
Date Filed: May 5, 2011

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:

- .. third-party tender offer subject to Rule 14d-1.
- .. going-private transaction subject to Rule 13e-3.
- pb issuer tender offer subject to Rule 13e-4.
- .. 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: pb

**INTRODUCTORY STATEMENT**

This Amendment No. 1 is an amendment to the Tender Offer Statement on Schedule TO (the **Schedule TO**) filed by Southwest Airlines Co., a Texas corporation (the **Company**), with respect to the right of each holder (each, a **Holder**) of the 7% Convertible Notes due 2023 (the **Notes**) originally issued by AirTran Holdings, Inc., a Nevada corporation, to surrender, and the obligation of the Company to redeem, the Notes, as set forth in the Fundamental Change Notice to Holders of the 7% Convertible Notes due 2023, dated May 4, 2011 (the **Company Notice**), and the related notice materials filed as exhibits to the originally filed Schedule TO (which related notice materials, together with the Company Notice, 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 Rules 13e-4(c)(4) under the Securities Exchange Act of 1934.

**Item 4. Terms of the Transaction**

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

The right of Holders to surrender their Notes for redemption (the **Redemption Option**) by the Company pursuant to the Option Documents expired at 5:00 p.m., New York City time, on Monday, June 6, 2011. The Company has been advised by Wilmington Trust Company, as paying agent, that Notes with an aggregate principal amount of \$388,000 were validly surrendered for redemption and not withdrawn prior to the expiration of the Redemption Option. Following the expiration of the Redemption Option, \$5,084,000.00 in aggregate principal amount of the Notes remains outstanding.

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)*	Fundamental Change Notice to Holders of the 7% Convertible Notes due 2023, dated May 4, 2011.
(a)(5)*	Press release issued on May 4, 2011.
(b)	Not applicable.
(d)(1)*	Indenture, dated as of May 7, 2003, among Holdings, Airways, and the Trustee (incorporated by reference to Exhibit 4.1 to Holdings Form S-3, File No. 333-107415, filed with the Securities and Exchange Commission on July 28, 2003).
(d)(2)*	First Supplemental Indenture, dated as of May 2, 2011, among the Company, Holdings, Airways, and the Trustee (incorporated by reference to Exhibit 4.14 to the Company's Current Report on Form 8-K, File No. 1-7259, filed with the Securities and Exchange Commission on May 3, 2011) to the Indenture identified above as Exhibit (d)(1) above.
(d)(3)*	Second Supplemental Indenture, dated as of May 2, 2011, among the Company, AirTran LLC, Airways, and the Trustee (incorporated by reference to Exhibit 4.15 to the Company's Current Report on Form 8-K, File No. 1-7259, filed with the Securities and Exchange Commission on May 3, 2011) to the Indenture identified above as Exhibit (d)(1) above.
(d)(4)*	Third Supplemental Indenture, dated as of May 3, 2011, among the Company, Pedernales Debt Sub, Airways, and the Trustee (incorporated by reference to Exhibit 4.16 to the Company's Current Report on Form 8-K, File No. 1-7259, filed with the Securities and Exchange Commission on May 3, 2011) to the Indenture identified above as Exhibit (d)(1) above.
(d)(5)*	Fourth Supplemental Indenture, dated as of May 3, 2011, among the Company, Airways, and the Trustee (incorporated by reference to Exhibit 4.14 to the Company's Current Report on Form 8-K, File No. 1-7259, filed with the Securities and Exchange Commission on May 3, 2011) to the Indenture identified above as Exhibit (d)(1) above.

<b>Exhibit Number</b>	<b>Description</b>
(g)	Not applicable.
(h)	Not applicable.
*	Previously filed.

**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.

Date: June 7, 2011

**Southwest Airlines Co.**

By: /s/ LAURA H. WRIGHT  
Name: **Laura H. Wright**  
Title: **Chief Financial Officer (Principal Financial and  
Accounting Officer)**

**EXHIBIT INDEX**

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