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SABRE HOLDINGS CORP
Form 8-K
August 02, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

AUGUST 1, 2001
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

SABRE HOLDINGS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER
JURISDICTION OF INCORPORATION)

1-12175
(COMMISSION FILE NO.)

75-2662240
(IRS EMPLOYER
IDENTIFICATION NO.)

4255 AMON CARTER BLVD.
FORT WORTH, TEXAS 76155
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (817) 963-6400

NOT APPLICABLE
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT.)

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ITEM 5. OTHER EVENTS.

On July 30, 2001, the Registrant filed a preliminary Prospectus Supplement pursuant to Rule 424(b)(2) (Registration No. 333-32106) (the "Preliminary Prospectus Supplement").

Sabre Holdings Corporation is filing this Form 8-K to clarify that its wholly-owned subsidiary, Sabre Inc., a Delaware corporation, is the sole borrower under the \$300 million senior unsecured revolving credit agreement, date February 4, 2000, which expires on September 14, 2004, and which is described in the Preliminary Prospectus Supplement (the "Credit Facility").

At June 30, 2001, in addition to the trade payables incurred in the ordinary course of business and approximately \$16 million included in long-term "Other Liabilities" incurred in the acquisition of Gradient Solutions Limited (as discussed in the "Summary", "Risk Factors" and other sections of the Preliminary Prospectus Supplement), indebtedness of the subsidiaries of Sabre Holdings Corporation included \$149 million outstanding under the Credit Facility and \$710 million outstanding under Sabre Inc.'s Bridge Credit Agreement (as defined in the Preliminary Prospectus Supplement).

As discussed in the Preliminary Prospectus Supplement, on July 20, 2001, Sabre Inc. repaid \$70 million of borrowings under the Credit Facility by using existing cash, reducing the outstanding borrowings under the Credit Facility to \$79 million. As described in the Preliminary Prospectus Supplement, the \$710 million outstanding under the Bridge Credit Agreement was repaid and the Bridge Credit Agreement was terminated on July 2, 2001.

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SIGNATURE

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

SABRE HOLDINGS CORPORATION

DATE: August 1, 2001

By: /s/ JEFFERY M. JACKSON

Jeffery M. Jackson
Executive Vice President, Chief Financial
Officer and Treasurer
(Principal Financial and Accounting Officer)

