

HAWAIIAN HOLDINGS INC
Form S-8 POS
October 17, 2005

As filed with the Securities and Exchange Commission on October 17, 2005

Registration No. 333-26179

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HAWAIIAN HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

71-0879698

(I.R.S. Employer Identification No.)

3375 Koapaka Street, Suite G-350

Honolulu, HI 96819

(Address of Principal Executive Offices including Zip Code)

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Hawaiian Holdings, Inc. 1996 Nonemployee Director Stock Option Plan

(Full Title of the Plan)

Mark B. Dunkerley
Chief Executive Officer
Hawaiian Holdings, Inc.
3375 Koapaka Street, Suite G-350
Honolulu, HI 96819
(808) 835-3700

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:
Charles I. Weissman, Esq.
Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

REMOVAL FROM REGISTRATION

On April 30, 1997, Hawaiian Airlines, Inc. (Hawaiian) filed a registration statement on Form S-8 (No. 333-26179) (the Registration Statement) for the purpose of registering 500,000 shares of common stock, par value \$0.01 per share (the Common Stock), to be issued under the originally named Hawaiian Airlines, Inc. 1996 Nonemployee Director Stock Option Plan. On September 10, 2002, Hawaiian Holdings, Inc. (the Registrant) filed Post-Effective Amendment No. 1 to the Registration Statement for the purpose of adopting the Registration Statement as the successor entity to Hawaiian as a result of a reorganization in which Hawaiian became a wholly-owned subsidiary of the Registrant. Upon the filing of Post-Effective Amendment No. 1 to the Registration Statement, the Hawaiian Airlines, Inc. 1996 Nonemployee Director Stock Option Plan became known as the Hawaiian Holdings, Inc. 1996 Nonemployee Director Stock Option Plan. The Registrant is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister 192,000 remaining unsold shares of Common Stock covered by such Registration Statement as of the date hereof.

The applicable registration fees were paid at the time of the original filing of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment No. 2 to Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Honolulu, State of Hawaii, on October 13, 2005.

HAWAIIAN HOLDINGS, INC.

By: /s/ RANDALL L. JENSON
Name: Randall L. Jenson
Title: Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

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| Signature | Title | Date |
|--|--|------------------|
| /s/ MARK B. DUNKERLEY Mark B. Dunkerley | President, Chief Executive Officer and Director | October 13, 2005 |
| /s/ RANDALL L. JENSON Randall L. Jenson | Chief Financial Officer, Treasurer and Director | October 13, 2005 |
| /s/ LAWRENCE S. HERSHFIELD Lawrence S. Hershfield | Director (Chairman of the Board) | October 13, 2005 |
| /s/ GREGORY S. ANDERSON Gregory S. Anderson | Director | October 13, 2005 |
| /s/ BERT T. KOBAYASHI, JR. Bert T. Kobayashi, Jr. | Director | October 13, 2005 |
| /s/ DONALD J. CARTY Donald J. Carty | Director | October 13, 2005 |
| /s/ THOMAS B. FARGO Thomas B. Fargo | Director | October 13, 2005 |
| /s/ ERIC C.W. NICOLAI Eric C.W. Nicolai | Director | October 13, 2005 |