

Allegiant Travel CO  
Form FWP  
June 20, 2014

**Free Writing Prospectus**

**Filed pursuant to Rule 433 under the Securities Act of 1933**

**Registration No. 333-196738**

**ALLEGIANT TRAVEL COMPANY**

**\$300,000,000 5.50% Senior Notes due 2019**

**Final Pricing Term Sheet**

**June 20, 2014**

This Final Pricing Term Sheet is qualified in its entirety by reference to the preliminary prospectus supplement, dated June 14, 2014 (the Preliminary Prospectus Supplement. ) The information in this Final Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. Terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Preliminary Prospectus Supplement.

<b>Issuer:</b>	Allegiant Travel Company
<b>Securities:</b>	5.50% Senior Notes due 2019
<b>Amount:</b>	\$300,000,000
<b>Coupon (Interest Rate):</b>	5.50%
<b>Yield:</b>	5.50%
<b>Spread to Benchmark Treasury:</b>	+ 383 bps
<b>Benchmark Treasury:</b>	1.50% due May 31, 2019
<b>Scheduled Maturity Date:</b>	July 15, 2019
<b>Public Offering Price:</b>	100%
<b>Gross Proceeds:</b>	\$300,000,000
<b>Underwriting Discount:</b>	0.7833%

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<b>Net Proceeds to Issuer before Estimated Expenses:</b>	\$297,650,000.00
<b>Payment Dates:</b>	January 15 and July 15 of each year, beginning on January 15, 2015
<b>Record Dates:</b>	January 1 and July 1
<b>Redemption:</b>	Make-whole call at T+50 bps
<b>Change of Control:</b>	Put at 101% of principal plus accrued interest
<b>CUSIP:</b>	01748X AA0
<b>ISIN:</b>	US01748XAA00
<b>Distribution:</b>	SEC Registered (Registration No. 333-197638)
<b>Listing:</b>	None
<b>Trade Date:</b>	June 20, 2014
<b>Settlement Date:</b>	June 25, 2014 (T+3)
<b>Sole Book-Running Manager:</b>	Goldman, Sachs & Co.

Any notes sold by the underwriters to securities dealers may be sold at a discount from the initial public offering price not to exceed 0.40 % of the principal amount of the notes. Any such securities dealers may resell any notes purchased from the underwriters to

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certain other brokers or dealers at a discount from the initial public offering price not to exceed 0.25 % of the principal amount of the notes. If all the notes are not sold at the initial offering price, the underwriters may change the offering price and the other selling terms.

**Ratings\*:**

S&P: BB-

Moody sB1

**CHANGES FROM THE PRELIMINARY PROSPECTUS SUPPLEMENT:**

In addition to the pricing information set forth above and updates and other immaterial changes, the Preliminary Prospectus Supplement is hereby revised to add the following to the sections entitled Prospectus Supplement Summary Contemplated Aircraft Transactions and Description of Certain Indebtedness on pages S-8 and S-91, respectively:

As of June 18, 2014, we have closed the purchase of five of these special purpose companies representing a total purchase price of \$97.5 million including the assumption of \$58.3 million of debt secured by the five aircraft owned by these purchased entities.

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\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Goldman, Sachs & Co. at the following address: 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).

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