

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form 8-K  
May 13, 2009

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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

Date of Report (Date of Earliest Event Reported):

May 12, 2009

Atlas Air Worldwide Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-25732

13-4146982

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

2000 Westchester Avenue, Purchase, New  
York

10577

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-701-8000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 8.01 Other Events.**

On May 12, 2009, Atlas Air Worldwide Holdings, Inc. (the "Company") and HMC Atlas Air, L.L.C. (the "Selling Stockholder") entered into an underwriting agreement (the "Underwriting Agreement") with Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as underwriters (the "Underwriters"). Pursuant to the Underwriting Agreement, the Selling Stockholder agreed to sell, and the Underwriters agreed to purchase, 4,000,000 shares of the Company's common stock, par value \$0.01 (the "Common Stock"). In addition, the Selling Stockholder has granted the Underwriters a 30-day option to purchase up to 600,000 additional shares of Common Stock. The public offering and sale (the "Offering") contemplated by the Underwriting Agreement will be completed on or about May 18, 2009. The Company will not sell any shares and will not receive any proceeds from the sale of shares in the Offering.

The Offering of the shares by the Selling Stockholder of the Company's Common Stock pursuant to the Underwriting Agreement has been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (Registration No. 333-142155). A copy of the Underwriting Agreement is filed as Exhibit 1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

1. Underwriting Agreement, dated May 12, 2009, among Atlas Air Worldwide Holdings, Inc., HMC Atlas Air, L.L.C., as the Selling Stockholder, and Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as underwriters.
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**SIGNATURES**

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.

*May 13, 2009*

Atlas Air Worldwide Holdings, Inc.

By: */s/ Adam R. Kokas*

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*Name: Adam R. Kokas*

*Title: Senior Vice President, General Counsel and Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
1	Underwriting Agreement, dated May 12, 2009, among Atlas Air Worldwide Holdings, Inc., HMC Atlas Air, L.L.C., as the Selling Stockholder, and Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as underwriters.