

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): September 30, 2020

Allegiant Travel Company

(Exact name of registrant as specified in its charter)

Nevada

001-33166

20-4745737

(State or other jurisdiction of incorporation)

(Commission File Number)

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

1201 North Town Center Drive
Las Vegas, Nevada

89144

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (702) 851-7300

(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))

Indicate by check mark whether the registrant is an emerging growth company as in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 8 Other Events

Item 8.01 Other Events

On September 30, 2020, Allegiant Travel Company (the “Company”) issued a press release announcing the pricing of a private offering of \$150 million in aggregate principal amount of its 8.5% Senior Secured Notes due 2024 (the “Notes”). The Notes are expected to be issued on October 7, 2020, subject to customary closing conditions.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities and shall not constitute an offer to sell or solicitation of an offer to buy, or a sale of, any securities in any jurisdiction in contravention of applicable law. The Notes and the related guarantees have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction. The Notes and the related guarantees are being offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act (“Rule 144A”) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

The Company’s press release announcing the pricing in connection with its Notes is filed as Exhibit 99.1 to this Form 8-K.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statement and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Document</u>
99.1	Press Release of Allegiant Travel Company, issued September 30, 2020.

SIGNATURE

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

Date: September 30, 2020

ALLEGIANT TRAVEL COMPANY

By: /s/ Gregory C. Anderson

Name: Gregory C. Anderson

Title: Chief Financial Officer



ALLEGIAN'T TRAVEL COMPANY PRICES \$150 MILLION OF SENIOR SECURED NOTES

LAS VEGAS. September 30, 2020 – **Allegiant Travel Company** (NASDAQ: ALGT) (the “Company,” “we,” “us,” or “our”) has agreed to sell \$150.0 million in aggregate principal amount of its 8.5% Senior Secured Notes due 2024 (the “Notes”) at par to investors in a private offering. The Notes are expected to be issued on October 7, 2020, subject to customary closing conditions. Each of the Company’s subsidiaries will guarantee the Notes, other than Sunseeker Resorts, Inc., its subsidiaries and certain other insignificant subsidiaries. The Notes and the related guarantees will be secured by security interests in substantially all of the property and assets of the Company and the guarantors of the Notes, excluding aircraft, aircraft engines and certain other assets. The collateral also secures the Company’s outstanding loan under the Credit and Guaranty Agreement, dated as of February 5, 2019, among the Company, as borrower, the subsidiaries of the borrower party thereto, as guarantors, the lenders party thereto, and Barclays Bank PLC, as administrative agent, syndication agent and lead arranger (as amended, restated, supplemented, modified, renewed, refunded, replaced or refinanced from time to time) (the “Term Loan”), on a pari passu basis. The Notes and the related guarantees will rank pari passu with the Term Loan, which has an outstanding principal amount of \$543 million. Combining the Notes with the balance on the Term Loan which bears a floating interest rate, we will have approximately \$693 million of debt secured by this collateral with a weighted average interest rate of approximately 4.5% at the current time. The Company will use the net proceeds from the sale of the Notes for general corporate purposes.

Previously, the Company applied to the loan program under the CARES Act for funding in the principal amount of up to \$276 million through September 30, 2020. The Company has decided not to pursue any loans from the U.S. Treasury.

The Notes and the related guarantees have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction. The Notes and the related guarantees are being offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act (“Rule 144A”) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

Allegiant.®

Las Vegas-based Allegiant (NASDAQ: ALGT) is an integrated travel company with an airline at its heart, focused on connecting customers with premier leisure experiences - from vacations to hometown family entertainment. Since 1999, the airline has linked travelers in small-to-medium cities to world-class vacation destinations with all-nonstop flights and industry-low average fares. Today, Allegiant's all-Airbus fleet serves communities across the nation, with base airfares less than half the cost of the average domestic roundtrip ticket. For more information, visit us at Allegiant.com. Media information, including photos, is available at <http://gofly.us/iiFa303wrtF>.

Media Inquiries: mediarelations@allegiantair.com

Investor Inquiries: ir@allegiantair.com

No Offer or Solicitation

This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities and shall not constitute an offer to sell or solicitation of an offer to buy, or a sale of, any securities in any jurisdiction in contravention of applicable law.

Forward-Looking Statements

Under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, statements contained in, or incorporated by reference into, in this press release that are not historical facts are forward-looking statements. Such forward-looking statements are only estimates or predictions based on our management’s beliefs and assumptions and on information currently available to our management. Forward-looking statements include our statements

regarding future expenses, revenues, earnings, available seat miles growth, fuel consumption, airline operations and capacity, the efficacy of cost saving measures, future expenditures, our ability to access additional funds from the U.S. Department of the Treasury or other sources, aircraft financings, the timing of aircraft acquisitions and retirements, expected capital expenditures, number of contracted aircraft to be placed in service in the future, the development and financing of our Sunseeker Resorts, Inc., as well as other information concerning our possible or assumed future results of operations, business strategies, fleet plan, financing plans, competitive position, industry environment, potential growth opportunities, future service to be provided and the effects of future regulation and competition. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “project” or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in the forward-looking statements. Important risk factors that could cause our results to differ materially from those expressed in the forward-looking statements generally may be found in our periodic reports filed with the Securities and Exchange Commission at www.sec.gov. These risk factors include, without limitation, the impact and duration of the COVID-19 pandemic and public reactions to the contagion on airline travel in general, our business in particular, and the economy, restrictions relating to accepting government support under the Coronavirus Aid, Relief, and Economic Security Act, an accident involving, or problems with, our aircraft, public perception of our safety, our reliance on our automated systems, our reliance on third parties to deliver aircraft under contract to us on a timely basis, risk of breach of security of personal data, volatility of fuel costs, labor issues and costs, the ability to obtain regulatory approvals as needed, the effect of economic conditions on leisure travel, debt covenants and balances, the ability to finance aircraft under contract, terrorist attacks, risks inherent to airlines, our competitive environment, our reliance on third parties who provide facilities or services to us, the possible loss of key personnel, economic and other conditions in markets in which we operate, the ability to successfully develop and finance a resort in Southwest Florida, governmental regulation, increases in maintenance costs and cyclical and seasonal fluctuations in our operating results.

Any forward-looking statements are based on information available to us today and we undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.