

**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): November 23, 2020

Allegiant Travel Company
(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-33166</u> (Commission File Number)	<u>20-4745737</u> (I.R.S. Employer Identification No.)
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<u>1201 North Town Center Drive</u> <u>Las Vegas, NV</u> (Address of principal executive offices)	<u>89144</u> (Zip Code)
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Registrant's telephone number, including area code: (702) 851-7300

N/A
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$.001	ALGT	NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 8.01. Other Events.

As previously reported, on April 20, 2020 (the “PSP Closing Date”), Allegiant Air, LLC, our wholly-owned subsidiary (“Allegiant Air”), entered into a Payroll Support Program Agreement (the “PSP Agreement”) with the U.S. Department of the Treasury (the “Treasury”) with respect to the grant program (the “Payroll Support Program”) under the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”). In connection with Allegiant Air’s entry into the PSP Agreement, on the PSP Closing Date, Allegiant Travel Company (“ALGT”) entered into a Warrant Agreement (the “Warrant Agreement”) with the Treasury under which we (the “Company”) are required to issue warrants (“Warrants”) to the Treasury upon receipt of subsequent funding under the Payroll Support Program. The Warrant Agreement entitles Treasury to customary registration rights.

On October 9, 2018, ALGT filed a shelf registration statement on Form S-3 (File No. 333-227737) (the “Registration Statement”). The Registration Statement provides for the sale of securities, including shares of common stock and warrants of the Company, from time to time by the Company, its subsidiaries and selling security holders who may be named in a prospectus supplement. On the date hereof, the Company filed a prospectus supplement (the “Prospectus Supplement”) providing for the resale of certain Warrants by one or more selling security holders from time to time, as well as the resale of up to 1,792 shares of common stock issuable upon exercise of such Warrants (the “Shares”).

Greenberg Traurig LLP, Nevada counsel to the Company, has issued a legal opinion relating to such Warrants and the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

The foregoing description of the Warrant Agreement does not purport to be complete and is qualified in its entirety by reference to each of the Warrant Agreement and the Form of Warrant, each of which Exhibit is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<u>5.1</u>	<u>Opinion of Greenberg Traurig, LLP.</u>
<u>23.1</u>	<u>Consent of Greenberg Traurig, LLP (included in Exhibit 5.1 hereto)</u>

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: November 23, 2020

ALLEGIANT TRAVEL COMPANY

By: /s/ Gregory C. Anderson

Name: Gregory C. Anderson

Title: Chief Financial Officer

Allegiant Travel Company
1201 N. Town Center Drive
Las Vegas, Nevada 89144

Re: Registration Statement on Form S-3 (File No. 333-227737).

Ladies and Gentlemen:

We have acted as counsel to Allegiant Travel Company, a Nevada corporation (the "Company"), in connection with the Company's registration of warrants (the "Warrants") to purchase up to 1,792 shares of the Company's common stock, par value \$0.001 per share (the "Warrant Shares"), and the underlying Warrant Shares, each covered by the above-referenced registration statement (including the prospectus contained therein, the "Registration Statement"), filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), together with the Prospectus Supplement, dated November 23, 2020 (the "Prospectus Supplement"), filed with the Commission pursuant to Rule 424(b)(7) under the Securities Act, relating to the resale of the Warrants and the Warrant Shares by the selling securityholder named in the Prospectus Supplement. The Warrants were issued pursuant to that certain Warrant Agreement, dated as of April 20, 2020 (the "Warrant Agreement"), by and between the Company and the United States Department of Treasury.

In connection with our representation of the Company and the preparation of this opinion letter, we have examined, considered and relied upon the following documents (collectively, the "Documents"):

1. the Registration Statement and all amendments thereto, and the related form of prospectus contained therein, in the form in which it was transmitted to the Commission;
2. the Prospectus Supplement, in the form transmitted to the Commission for filing on November 23, 2020 pursuant to Rule 424(b)(7) under the Securities Act;
3. the Warrant Agreement and the Warrants;
4. the Company's Articles of Incorporation, as amended, as filed with the Secretary of State of the State of Nevada;
5. the Company's Bylaws, as amended;
6. resolutions adopted by the Board of Directors of the Company in respect of the issuance of the Warrants, certified as of the date hereof by an officer of the Company; and
7. such other documents and matters of law as we have considered necessary or appropriate for the expression of the opinions contained herein.

In rendering the opinions set forth below, we have assumed without investigation the following: (i) the genuineness of all signatures and the authenticity of all Documents submitted to us as originals, the conformity to authentic original documents of all Documents submitted to us as copies and the veracity of the Documents; (ii) each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so; (iii) each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory; and (iv) the obligations of each party set forth in the Documents are valid and binding obligations of such party and are enforceable against such party in accordance with all stated terms.

As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Warrants have been duly authorized and validly issued and the Warrant Shares, when delivered upon exercise of the Warrants in accordance with the terms and conditions set forth therein, subject to the full payment of the exercise price therefor, will be validly issued, fully paid and non-assessable.

This opinion letter is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein. The opinions expressed herein are as of the date hereof, and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur. We do not express any opinion herein concerning any law other than the laws of the State of Nevada and the federal laws of the United States.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the registration of the Warrants and the Warrant Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and such incorporation by reference into the Registration Statement, of which the Prospectus Supplement forms a part, and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely,

/s/ Greenberg Traurig, LLP