

HAWAIIAN HOLDINGS INC  
Form 8-K  
May 07, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 6, 2010**

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**HAWAIIAN HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-31443**  
(Commission File Number)

**71-0879698**  
(IRS Employer  
Identification No.)

**3375 Koapaka Street, Suite G-350**

**Honolulu, HI 96819**

(Address of principal executive offices, including zip code)

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(808) 835-3700

(Registrant's telephone number, including area code)

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2010, Hawaiian Airlines, Inc. (the Company), a wholly-owned subsidiary of Hawaiian Holdings, Inc. (the Registrant), and the Registrant entered into an amendment (the Amendment) of the employment agreement with the Registrant's and the Company's chief executive officer, Mark Dunkerley (the Employment Agreement). The Employment Agreement provides that if the Registrant and the Company do not offer Mr. Dunkerley a new employment agreement with materially comparable terms to the Employment Agreement by May 8, 2010, then Mr. Dunkerley would be entitled to receive certain severance benefits upon any termination of Mr. Dunkerley's employment on or after November 8, 2010. The Amendment extends the time in which the Registrant and the Company have to offer Mr. Dunkerley a new employment agreement with materially comparable terms from May 8, 2010 to May 30, 2010.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Amendment No. 2 to Amended and Restated Employment Agreement, dated as of May 6, 2010, by and between Mark B. Dunkerley and each of Hawaiian Holdings, Inc. and its wholly-owned subsidiary Hawaiian Airlines, Inc.

**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.

**HAWAIIAN HOLDINGS, INC.**

Date: May 7, 2010

By: /s/ Hoyt H. Zia  
Hoyt H. Zia  
Secretary

**EXHIBIT INDEX**

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