

RYANAIR HOLDINGS PLC  
Form 6-K  
January 06, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of January, 2009

**RYANAIR HOLDINGS PLC**  
(Translation of registrant's name into English)

**c/o Ryanair Ltd Corporate Head Office  
Dublin Airport  
County Dublin Ireland**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F..X.. Form 40-F.....

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ..... No ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

**6 January, 2009**

**For Immediate Release**

**Not for release, publication or distribution, in whole or in part, in or into or from Australia, Canada, Japan, South Africa or the United States or any other jurisdiction where it would be unlawful to do so.**

**OFFER UPDATE**

**EXTENSION OF OFFER AND ANNOUNCEMENT OF LEVEL OF ACCEPTANCES**

Ryanair Holdings plc and Coinside Limited announce that, as at 3.00 p.m. on 5 January, 2009, being the first closing date of the Offer, valid acceptances of the Offer had been received in respect of 159,253,339 Aer Lingus Shares (representing approximately 29.83 per cent. of the issued share capital of Aer Lingus ).

This includes acceptances received from Ryanair Limited, a wholly owned subsidiary of Ryanair, which holds 159,231,025 Aer Lingus Shares representing 29.82 per cent. of the issued share capital of Aer Lingus.

**Extension of the Offer and Offer timetable**

The Offer has been extended and will remain open for acceptance until 1.00 p.m.(Dublin time) on 13 February , 2009

The Offer remains subject to the terms and conditions set out in the Offer Document.

*Enquiries:*

**Ryanair** Telephone: +353 1 812 1212

Howard Millar

**Davy Corporate Finance** Telephone: +353 1 679 6363

(  
*Financial Adviser to Ryanair and Coinside*)

Eugénée Mulhern

Brian Garrahy

**Morgan Stanley** Telephone: +44 20 7425 5000

(  
*Financial Adviser to Ryanair and Coinside*)

Colm Donlon

Adrian Doyle

**Murray Consultants** Telephone: +353 1 498 0300

(  
*Public Relations Advisers to Ryanair* Telephone: +353 87 255 8300

)  
Pauline McAlester

**Holdings and Dealings**

Save for that received from Ryanair Limited, no acceptances of the Offer have been received from persons acting in concert with Ryanair and other than under the Offer Ryanair has not acquired or agreed to acquire any Aer Lingus Shares. Prior to the commencement of the Offer Period, other than the holding of Ryanair Limited referred to above, and other than 102,034 Aer Lingus Shares representing 0.02 per cent. of the issued share capital of Aer Lingus held by persons acting in concert with Ryanair, neither Ryanair nor persons acting in concert with Ryanair held any Aer Lingus Shares.

Since the commencement of the Offer Period Ryanair has not acquired any

Aer Lingus Shares. Save for 31,299 Aer Lingus Shares representing 0.01% of the issued share capital of Aer Lingus acquired by J&E Davy (as associate of Davy Corporate Finance, which is acting as an adviser to Ryanair in respect of the Offer) on behalf of own account and discretionary clients as previously disclosed on 2 December, 2008, neither Ryanair nor any person acting in concert with Ryanair held any Aer Lingus

Shares or rights over such shares prior to the commencement of the Offer Period nor have they acquired or agreed to acquire any Aer Lingus Shares or rights over such shares during the Offer Period.

Davy Corporate Finance, which is regulated in Ireland by the Financial Regulator, is acting exclusively for Ryanair and Coinside and no one else in connection with the Offer, and will not be responsible to anyone other than Ryanair and Coinside for providing the protections afforded to clients of Davy Corporate Finance nor for providing advice in relation to the Offer, the contents of this announcement, the Offer Document or any transaction or arrangement referred to in this announcement.

Morgan Stanley & Co. Limited is acting exclusively for Ryanair and Coinside and no one else in connection with the Offer and will not be responsible to anyone other than Ryanair and Coinside for providing the protections afforded to clients of Morgan Stanley & Co. Limited nor for providing advice in relation to the Offer, the contents of this announcement, the Offer Document or any transaction or arrangement referred to in this announcement.

The directors of Ryanair and Coinside accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Ryanair and Coinside (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

This announcement does not constitute an offer or an invitation to offer to purchase or subscribe for any securities.

Any response in relation to the Offer should only be made on the basis of the information contained in the Offer Document or any document by which the Offer is made.

Terms defined in the Offer Document dated 15 December, 2008 have the same meaning in this announcement unless otherwise stated.

The availability of the Offer to persons outside Ireland may be affected by the laws of the relevant jurisdiction. Such persons should inform themselves about and observe any applicable requirements. The Offer will not be made, directly or indirectly, in or into Australia, Canada, Japan, South Africa, the United States or any other jurisdiction where it would be unlawful to do so, or by use of the mails, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce, or by any facility of a national securities exchange of any jurisdiction where it would be unlawful to do so, and the Offer will not be capable of acceptance by any such means, instrumentality or facility from or within Australia, Canada, Japan, South Africa, the United States or any other jurisdiction where it would be unlawful to do so. Accordingly, copies of this announcement and all other documents relating to the Offer are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from Australia, Canada, Japan, South Africa, the United States or any other jurisdiction where it would be unlawful to do so. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may invalidate any related purported acceptance of the Offer. Notwithstanding the foregoing restrictions, Ryanair reserves the right to permit the Offer to be accepted if, in its sole discretion, it is satisfied that the transaction in question is exempt from or not subject to the legislation or regulation giving rise to the restrictions in question. The directors of Ryanair and Coinside accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Ryanair and Coinside (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any person who is the holder of 1 per cent. or more of any class of shares in Aer Lingus or Ryanair may be required to make disclosures pursuant to Rule 8.3 of the Takeover Rules with effect from 1 December, 2008 the date of the announcement which commenced the Offer Period in respect of the Offer.

Ends.

## 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.

RYANAIR HOLDINGS PLC

Date: 06 January 2009

By: \_\_\_/s/ James Callaghan\_\_\_

James Callaghan  
Company Secretary & Finance Director