

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form DEF 14A  
April 15, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**ATLAS AIR WORLDWIDE HOLDINGS, INC.**

(Name of Registrant As Specified In Its Charter)

**N/A**

(Name of Person(s) Filing Proxy statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**ATLAS AIR WORLDWIDE HOLDINGS, INC.**

2000 Westchester Avenue

Purchase, New York 10577-2543

April 15, 2013

Dear Stockholder:

On behalf of the Board of Directors, I cordially invite you to attend the 2013 Annual Meeting of Stockholders of Atlas Air Worldwide Holdings, Inc. The Annual Meeting of Stockholders will be held at 10:00 a.m., local time, on Wednesday, May 22, 2013, at the offices of Ropes & Gray LLP, 1211 Avenue of the Americas, 38th Floor, New York, NY 10036.

The business to be conducted at the Meeting is outlined in the attached Notice of Annual Meeting of Stockholders and Proxy Statement. The annual report for the year ended December 31, 2012 is also enclosed.

The shares represented by your proxy will be voted at the Annual Meeting of Stockholders as therein specified (if the proxy is properly executed, returned and not revoked). Accordingly, we request that you promptly sign, date and mail the enclosed proxy in the accompanying prepaid envelope provided for your convenience. You may revoke your proxy at any time before its use by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting of Stockholders and voting in person. Attending the Annual Meeting of Stockholders in and of itself will not constitute a revocation of a proxy.

Sincerely,

EUGENE I. DAVIS

Chairman of the Board of Directors

**ATLAS AIR WORLDWIDE HOLDINGS, INC.**

**2000 WESTCHESTER AVENUE**

**PURCHASE, NEW YORK 10577-2543**

**Notice of 2013 Annual Meeting of Stockholders**

**To be held on May 22, 2013**

We will hold the 2013 Annual Meeting of Stockholders of Atlas Air Worldwide Holdings, Inc., a Delaware corporation, on Wednesday, May 22, 2013, at 10:00 a.m., local time, at the offices of Ropes & Gray LLP, 1211 Avenue of the Americas, 38th Floor, New York, NY 10036, for the following purposes:

1. To elect a board of directors to serve until the 2014 Annual Meeting of Stockholders or until their successors are elected and qualified;
2. To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ended December 31, 2013;
3. To hold a nonbinding, advisory vote with respect to the compensation of the Company's Named Executive Officers;
4. To approve an amendment to our 2007 Incentive Plan to increase the number of shares that are available for issuance of awards under such plan; and
5. To transact such other business, if any, as may properly come before the meeting and any adjournments thereof.

The foregoing matters are described in more detail in the Proxy Statement that is attached to this notice.

Only stockholders of record at the close of business on March 25, 2013, which date has been fixed as the record date for notice of the Annual Meeting of Stockholders, are entitled to receive this notice and to vote at the meeting and any adjournments thereof.

YOUR VOTE IS VERY IMPORTANT. WE HOPE YOU WILL ATTEND THIS ANNUAL MEETING OF STOCKHOLDERS IN PERSON, BUT IF YOU CANNOT, PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD. RETURN THE PROXY CARD IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING OF STOCKHOLDERS, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY CARD. IF YOU HAVE RECEIVED MORE THAN ONE PROXY CARD, IT IS AN INDICATION THAT YOUR SHARES ARE REGISTERED IN MORE THAN ONE ACCOUNT. PLEASE COMPLETE, DATE, SIGN AND RETURN EACH PROXY CARD YOU RECEIVE.

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By Order of the Board of Directors

WILLIAM J. FLYNN

President and Chief Executive Officer

April 15, 2013

**ATLAS AIR WORLDWIDE HOLDINGS, INC.**

2000 Westchester Avenue

Purchase, New York 10577-2543

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS**

May 22, 2013

**GENERAL INFORMATION**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board of Directors or Board) of Atlas Air Worldwide Holdings, Inc., a Delaware corporation (AAWW or the Company), for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on Wednesday, May 22, 2013, at the offices of Ropes & Gray LLP, 1211 Avenue of the Americas, 38th Floor, New York, NY 10036 at 10:00 a.m., local time, and at any adjournments or postponements of the Annual Meeting. It is expected that this Proxy Statement and the accompanying proxy will first be mailed or delivered to stockholders beginning on or about April 15, 2013. Proxies may be solicited in person, by telephone or by mail, and the costs of such solicitation will be borne by AAWW.

AAWW was incorporated in Delaware in 2000. Our principal executive offices are located at 2000 Westchester Avenue, Purchase, New York 10577, and our telephone number is (914) 701-8000. AAWW is a holding company with a principal operating subsidiary, Atlas Air, Inc. (Atlas), which is wholly owned. It also maintains a 49 percent interest in Global Supply Systems Limited (GSS) and has a 51 percent economic interest and a 75 percent voting interest in Polar Air Cargo Worldwide, Inc. (Polar). AAWW is also the parent company of several wholly owned subsidiaries related to our dry leasing services (collectively referred to as Titan). We are the leading global provider of outsourced aircraft and aviation services, and we operate the world's largest fleet of Boeing 747 freighter aircraft. Except as otherwise noted, AAWW, Atlas, and Titan (along with all other entities included in AAWW's consolidated financial statements) are collectively referred to herein as the Company, AAWW, we, us, or our.

**ABOUT THE ANNUAL MEETING**

At our Annual Meeting, the holders of shares of our Common Stock, par value \$0.01 per share (the Common Stock), will act upon the matters outlined in the notice of meeting on the cover page of this Proxy Statement, in addition to transacting such other business, if any, as may properly come before the meeting or any adjournments thereof. The shares represented by your proxy will be voted as indicated on your proxy, if properly executed. If your proxy is properly signed and returned, but no directions are given on the proxy, the shares represented by your proxy will be voted:

**FOR** the election of the director nominees named herein, to serve until the 2014 Annual Meeting or until their successors are elected and qualified (Proposal No. 1);

**FOR** ratifying the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2013 (Proposal No. 2);

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**FOR** the adoption, on a nonbinding, advisory basis, of a resolution approving the compensation of our Named Executive Officers (the Say on Pay vote) (Proposal No. 3); and

**FOR** approving an amendment to the AAWW 2007 Incentive Plan (as amended) (the Incentive Plan or the 2007 Plan ) to increase the number of shares that are available for issuance of awards under that plan (Proposal No. 4).

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 22, 2013**

**This Proxy Statement and the AAWW 2012 Annual Report are available for  
downloading, viewing and printing at <http://www.ezodproxy.com/atlasair/2013>.**

In addition, if any other matters are properly submitted to a vote of stockholders at the Annual Meeting, the accompanying form of proxy gives the proxy holders the discretionary authority to vote your shares in accordance with their best judgment on that matter. Unless you specify otherwise, it is expected that your shares will be voted on those matters as recommended by our Board of Directors, or if no recommendation is given, in the proxy holders' discretion.

### **Record Date and Voting Securities**

All of our stockholders of record at the close of business on March 25, 2013 (the Record Date) are entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. As of the Record Date, there were 26,156,859 shares of Common Stock issued and outstanding. Each outstanding share of Common Stock will be entitled to one vote on each matter considered at the Annual Meeting. A description of certain restrictions on voting by stockholders who are not U.S. citizens, as defined by applicable laws and regulations, can be found in Additional Information Limited Voting by Foreign Owners at the end of this Proxy Statement.

### **Shares Registered in the Name of a Bank, Broker or Nominee**

Brokerage firms and banks holding shares in street name for customers are required to vote such shares in the manner directed by their customers. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker, bank or nominee which is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote and are also invited to attend the meeting. Your broker, bank or nominee has enclosed herewith or separately provided a voting instruction form for you to use in directing the broker, bank or nominee how to vote your shares. However, since you are not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a signed proxy from the record holder giving you the right to vote these shares. You should note that if you hold your shares through a brokerage firm, a bank or other nominee, the broker, bank or other nominee that holds the stock will not be able to vote your shares on any proposal other than ratifying the selection of PricewaterhouseCoopers LLP, unless you have provided specific voting instructions. See Broker Non-Votes and Quorum, Vote Required below for additional information.

If you hold your shares directly in your own name, they will not be voted if you do not vote them at the Annual Meeting or provide a proxy.

### **Broker Non-Votes**

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner, but does have discretionary voting power over other routine items and submits votes for those matters. As discussed above, if you hold your shares through a broker, bank or other nominee and do not provide specific instructions to your broker, bank or other nominee, your shares may not be voted with respect to the following non-routine proposals:

Proposal No. 1 (election of the Company's Directors);

Proposal No. 3 (the Say on Pay vote); and

Proposal No. 4 (approval of the amendment to the 2007 Plan to increase the number of shares that are available for issuance of awards under that plan).

We do not expect to have any broker non-votes with respect to Proposal No. 2, which is routine and which provides for the ratification of the selection of PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm for the Company for the year ending December 31, 2013.

### **Quorum, Vote Required**

A majority of the outstanding shares of Common Stock as of the Record Date must be present, in person or by proxy, at the Annual Meeting to have the required quorum for the transaction of business. If the number of shares of Common Stock present in person and by proxy at the Annual Meeting does not constitute the required quorum, the Annual Meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum.

*Proposal No. 1: Election of Directors.* Members of the Board are elected by a plurality of the votes cast at the Annual Meeting. This means that the director nominees with the most votes will be elected. Shares voting *Abstain* or broker non-votes will have no effect on the election of Directors. A *Withhold* vote with respect to any Director nominee will have the effect of a vote against such nominee. Brokers, banks and other nominees have no discretionary voting power in respect of this item.

*Proposal No. 2: Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2013.* The affirmative vote of a majority of the shares represented at the Annual Meeting, either in person or by proxy and entitled to vote on this proposal, is required to ratify the selection of PricewaterhouseCoopers LLP. Shares voting *Abstain* or broker non-votes will have no effect on the ratification of the selection of PricewaterhouseCoopers LLP. Brokers, banks and other nominees have discretionary voting power in respect of this item.

*Proposal No. 3: Advisory Vote Approving the Compensation of the Company's Named Executive Officers.* Because Proposal 3 asks for a nonbinding, advisory vote, there is no required vote that would constitute approval. We value highly the opinions expressed by our stockholders in this advisory vote, and our Compensation Committee, which is responsible for overseeing and administering our executive compensation programs, will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our Named Executive Officers. Shares voting *Abstain* or broker non-votes will have no effect on this nonbinding advisory vote. Brokers, banks and other nominees have no discretionary voting power in respect of this item.

*Proposal No. 4: Approval of the amendment to AAWW's 2007 Incentive Plan (as amended).* The affirmative vote of a majority of the shares represented at the Annual Meeting, either in person or by proxy and entitled to vote on this proposal, is required to approve the amendment to the 2007 Plan that would increase the number of shares available for issuance of awards thereunder. Shares voting *Abstain* or broker non-votes will have no effect on the approval of this amendment. Brokers, banks and other nominees have no discretionary voting power in respect of this item.

### **Revocability of Proxies**

If you hold your shares registered in your name, you may revoke your proxy at any time before its use by delivering to the Secretary of AAWW a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person. Attending the Annual Meeting in and of itself will not constitute a revocation of a proxy.

If your shares are held in street name and you wish to revoke your proxy and vote at the Annual Meeting, you must contact your broker, bank or other nominee and follow the requirements set by your broker, bank or nominee. We cannot guarantee that you will be able to revoke your proxy or attend and vote at the Annual Meeting.

### **Proxy Solicitation**

This proxy solicitation is being made by our Board, and the cost of soliciting proxies will be borne by us. We expect to reimburse brokerage firms, banks, custodians and other persons representing beneficial owners of shares of Common Stock for their reasonable out-of-pocket expenses in forwarding solicitation material to such

beneficial owners. Proxies may be solicited by certain of our directors, officers and other employees, without additional compensation, in person or by telephone, e-mail or facsimile. We have retained Morrow & Co., LLC, 470 West Avenue, Stamford, Connecticut 06902, to assist us in the solicitation of proxies and will pay Morrow & Co. a fee estimated not to exceed \$9,000, plus out-of-pocket expenses, all related to the solicitation.

### **Proxy Tabulation**

Proxies and ballots will be received and tabulated by an independent entity that is not affiliated with us. The inspectors of election will also be independent of us. Comments on written proxy cards will be provided to the Secretary of AAWW without disclosing the vote unless the vote is necessary to understand the comment.

### **STOCK OWNERSHIP**

The following table sets forth, as of March 25, 2013, information regarding beneficial ownership of our Common Stock by:

Each stockholder who is known by us to own beneficially 5% or greater of the Common Stock;

Each Director;

Each of our Named Executive Officers; and

All of our Executive Officers and members of our Board as a group.

Unless otherwise indicated, each stockholder has sole voting and investment power with respect to the shares of Common Stock beneficially owned by that stockholder. The number of shares of Common Stock beneficially owned is determined under rules issued by the Securities and Exchange Commission (the "SEC"). This information is not necessarily indicative of ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days of March 25, 2013, through the exercise of any stock option or other right. The number of shares of our Common Stock issued and outstanding as of March 25, 2013 was 26,156,859.

**Beneficial Ownership Table**

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned (a)	Percentage of Outstanding Shares Beneficially Owned
<b>5% Stockholders:</b>		
Piper Jaffray Companies (b) 800 Nicollet Mall Suite 800 Minneapolis, MN 55402	1,870,481	7.2
Dimensional Fund Advisors (c) Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746	1,741,744	6.7
The Vanguard Group (d) 100 Vanguard Boulevard Malvern, PA 10355	1,384,338	5.3
BlackRock, Inc. (e) 40 East 52 <sup>nd</sup> Street New York, NY 10022	1,350,592	5.2
<b>Directors:</b>		
Robert F. Agnew	22,932	*
Timothy J. Bernlohr	22,721	*
Eugene I. Davis	63,273	*
James S. Gilmore III	27,421	*
Carol B. Hallett	23,421	*
Frederick McCorkle	30,932	*
Duncan J. McNabb	2,371	*
<b>Director and Named Executive Officer:</b>		
William J. Flynn	201,267	*
<b>Other Named Executive Officers:</b>		
John W. Dietrich	34,718	*
Michael T. Steen	28,958	*
Adam R. Kokas	46,268	*
Spencer Schwartz	15,007	*
All directors and executive officers as a group (13 persons, including the persons listed above)	520,337	2.0%

\* Represents less than 1% of the outstanding shares of Common Stock.

- (a) For members of the Board of Directors, includes restricted stock units scheduled to vest on May 21, 2013. For executive officers, includes shares subject to options exercisable within 60 days of March 25, 2013 as follows:

William J. Flynn	47,027
John W. Dietrich	
Michael T. Steen	
Adam R. Kokas	9,246
Spencer Schwartz	

- (b) This information is based on a Schedule 13G/A dated February 14, 2013 and filed with the SEC on the same day. As set forth in this filing, Piper Jaffray Companies has sole voting and sole dispositive power with regard to 1,870,481 shares. We have not made any independent determination as to the beneficial

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ownership of this stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or their shares in this table.

- (c) This information is based on a Schedule 13G dated February 8, 2013 and filed with the SEC on February 11, 2013. As set forth in this filing, Dimensional Fund Advisors has sole voting power over 1,711,083 shares and sole dispositive power with regard to 1,741,744 shares. We have not made any independent determination as to the beneficial ownership of this stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or their shares in this table.

- (d) This information is based on a Schedule 13G dated February 7, 2013 and filed with the SEC on February 13, 2013. As set forth in this filing, The Vanguard Group has sole voting power over 40,659 shares, sole dispositive power with regard to 1,344,079 shares and shared dispositive power over 40,259 shares. We have not made any independent determination as to the beneficial ownership of this stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or their shares in this table.
- (e) This information is based on a Schedule 13G dated February 4, 2013 and filed with the SEC on January 30, 2013. As set forth in this filing, BlackRock, Inc. has sole voting and sole dispositive power with regard to 1,350,592 shares. We have not made any independent determination as to the beneficial ownership of this stockholder and are not restricted in any determination we may make by reason of inclusion of such stockholder or their shares in this table.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) requires certain of our executive officers, as well as our Directors and persons who own more than ten percent (10%) of a registered class of AAWW's equity securities, to file reports of ownership and changes in ownership with the SEC. Based solely on our review of the reporting forms received by us or written representations from reporting persons, we believe that during the last fiscal year all executive officers and Directors complied with their filing requirements under Section 16(a) for all reportable transactions during the year, except that a Form 4 Report disclosing the disposition of AAWW common shares by Mr. Flynn on August 27, 2012 was filed on August 30, 2012. In addition, in June 2012, a Form 4 was filed on Mr. Schwartz's behalf, reporting the acquisition of AAWW common shares and related disposition of shares to satisfy tax obligations on June 20, 2011 in connection with the vesting of certain previously granted restricted stock units.

#### **Certain Relationships and Related Person Transactions**

Our Code of Conduct Applicable to our Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors (the Code of Ethics), which is available on our website at [www.atlasair.com](http://www.atlasair.com) under the Corporate Background section, provides that such officers and Directors should follow the guidelines outlined in our Employee Handbook and Code of Conduct and communicate any potential or actual conflicts of interest (however immaterial) to the Chairman of the Board, the Chairman of the Audit Committee of the Board of Directors, and the General Counsel so that an objective, third-party review can be made of the matter. Pursuant to our Audit Committee Charter, which is also available on our website at [www.atlasair.com](http://www.atlasair.com), the Audit Committee reviews reports and disclosures of insider and affiliated party transactions and/or conflicts of interest or potential conflicts of interest involving corporate officers and members of the Board of Directors. The Audit Committee, when appropriate, will also review and approve any involvement of corporate officers and members of the Board of Directors in matters that might constitute a conflict of interest or that may otherwise be required to be disclosed as a related party transaction under SEC regulations. Our Nominating and Governance Committee separately determines Director Independence as summarized in Director Independence below.

### **PROPOSAL No. 1**

#### **ELECTION OF DIRECTORS**

Our By-Laws provide for no fewer than one and no more than eleven directors, with the exact number to be fixed by our Board of Directors. Our Board currently consists of eight Directors. The current term of all of our Directors expires at the Annual Meeting.

Our Directors have been recommended for nomination by our Nominating and Governance Committee and nominated by our Board for election at the Annual Meeting. In making its recommendations for nomination, the Nominating and Governance Committee evaluated the size and composition of the Board and reviewed each member's skills, characteristics and independence. Duncan J. McNabb, who was elected to the Board on July 23, 2012, was originally recommended as a potential candidate for the AAWW Board of Directors by William J. Flynn, President and Chief Executive Officer of the Company.

Each nominee has consented to be named as a nominee for election as a Director and has agreed to serve if elected. Except as otherwise described below, if any of the nominees is not available for election at the time of the Annual Meeting, discretionary authority will be exercised to vote for substitutes designated by our Board of Directors, unless the Board chooses to reduce further the number of Directors. Management is not aware of any circumstances that would render any nominee unavailable. At the Annual Meeting, Directors will be elected to hold office until the 2014 Annual Meeting or until their successors are elected and qualified, as provided in our By-Laws. The Board believes that each of the nominees listed brings strong skills and experience to the Board, giving the Board as a group the appropriate skills to exercise its responsibilities.

The following list sets forth the names of our incumbent Directors up for election. Additional biographical information concerning these individuals is provided as of March 25, 2013 in the text following the list:

Eugene I. Davis

Robert F. Agnew

Timothy J. Bernlohr

William J. Flynn

James S. Gilmore III

Carol B. Hallett

Frederick McCorkle

Duncan J. McNabb

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.**

**Nominees for Director**

**Eugene I. Davis**, age 58, has been the Chairman of our Board of Directors and a member of our Audit Committee and our Compensation Committee since July 2004 and of our Nominating and Governance Committee since March 2006. Mr. Davis is Chairman and Chief Executive Officer of PIRINATE Consulting Group, LLC, a privately held consulting firm specializing in turnaround management, merger and acquisition consulting and hostile and friendly takeovers, proxy contests and strategic planning advisory services for domestic and international public and private business entities. Since forming PIRINATE in 1997, Mr. Davis has advised, managed, sold, liquidated and served as a Chief Executive Officer, Chief Restructuring Officer, Director, Committee Chairman and Chairman of the Board of a number of businesses operating in diverse sectors such as aviation, telecommunications, automotive, manufacturing, high-technology, medical technologies, metals, energy, financial services, consumer products and services, import-export, mining and transportation and logistics. Previously, Mr. Davis served as President, Vice Chairman and Director of Emerson Radio Corporation and Chief Executive Officer and Vice Chairman of Sport Supply Group, Inc. He began his career as an attorney and international negotiator with Exxon Corporation and Standard Oil Company (Indiana) and as a partner in two Texas-based law firms, where he specialized in corporate/securities law, international transactions and restructuring advisory. Mr. Davis holds a bachelor's degree from Columbia College, a master of international affairs degree (MIA) in international law and organization from the School of International Affairs of Columbia University, and a Juris Doctorate from Columbia University School of Law.

Mr. Davis is also a director of the following four public companies: Global Power Equipment Group Inc., Spectrum Brands, Inc., WMI Holdings Corp., and U.S. Concrete, Inc. He is also a director of ALST Casino Holdco, LLC, Trump Entertainment Resorts, Inc. and Lumenis Ltd., whose common stock is registered under the Securities Exchange Act of 1934 but does not publicly trade. During the past five years, Mr. Davis has also been a director of Ambassadors International, Inc., American Commercial Lines Inc., Delta Airlines, Dex One Corp., Foamex International Inc., Footstar, Inc., Granite Broadcasting Corporation, GSI Group, Inc., Ion Media Networks, Inc., Knology, Inc., Media General, Inc., Mosaid Technologies, Inc., Ogelbay Norton Company, Orchid Cellmark, Inc., PRG-Schultz International Inc., Roomstore, Inc., Rural/Metro Corp., SeraCare Life

Sciences, Inc., Silicon Graphics International, Smurfit-Stone Container Corporation, Solutia Inc., Spansion, Inc., Tipperary Corporation, Viskase, Inc. (not a public corporation since 2008) and YRC Worldwide, Inc. As a result of these and other professional experiences, coupled with his strong leadership qualities, Mr. Davis possesses particular knowledge and experience in the areas of strategic planning, mergers and acquisitions, finance, accounting, capital structure and board practices of other corporations that benefits our Company and its Board of Directors.

**Robert F. Agnew**, age 62, has been a member of our Board since July 2004, Chairman of our Audit Committee since June 2006 and a member of our Nominating and Governance Committee since March 2006. Mr. Agnew is President and Chief Executive Officer of Morten Beyer & Agnew, an international aviation consulting firm experienced in the financial modeling and technical due diligence of airlines and aircraft funding. Mr. Agnew has over 30 years experience in aviation and marketing consulting and has been a leading provider of aircraft valuations to banks, airlines and other financial institutions worldwide. Previously, he served as Senior Vice President of Marketing and Sales at World Airways. Mr. Agnew began his commercial aviation career at Northwest Airlines, where he concentrated on government and contract sales, schedule planning and corporate operations research. Earlier, he served in the U.S. Air Force as an officer and instructor navigator with the Strategic Air Command. Mr. Agnew is a graduate of Roanoke College and holds a master's degree in business administration from the University of North Dakota. Mr. Agnew is also a member of the Board of Directors of TechPubs LLC and Stanley-Martin Communications, LLC (both privately held businesses). In addition, he serves on the Military Airlift Committee of The National Defense Transportation Association. As a result of these and other professional experiences, Mr. Agnew possesses particular knowledge and experience in the areas of civil and governmental aviation that benefits our Company and its Board of Directors.

**Timothy J. Bernlohr**, age 54, has been a member of our Board since June 2006 and a member of our Audit Committee and Nominating and Governance Committee since that time. Mr. Bernlohr is the founder and managing member of TJB Management Consulting, LLC, which specializes in providing project-specific consulting services to businesses in transformation, including restructurings, interim executive management and strategic planning services. Mr. Bernlohr founded the consultancy in 2005. Mr. Bernlohr is the former President and Chief Executive Officer of RBX Industries, Inc., which was a nationally recognized leader in the design, manufacture, and marketing of rubber and plastic materials to the automotive, construction, and industrial markets. RBX was sold to multiple buyers in 2004 and 2005. Prior to joining RBX in 1997, Mr. Bernlohr spent 16 years in the International and Industry Products divisions of Armstrong World Industries, where he served in a variety of management positions. Mr. Bernlohr also serves as lead director of Chemtura Corporation and as a director of Rock-Tenn Company. Within the last five years, he was a director of Smurfit Stone Container Corporation, Ambassadors International, Inc. and WCI Steel, Inc. Mr. Bernlohr is a graduate of The Pennsylvania State University. As a result of these and other professional experiences, Mr. Bernlohr possesses particular knowledge and experience in operations, finance, accounting, strategic planning and corporate governance that benefits our Company and its Board of Directors.

**William J. Flynn**, age 59, has been our President and Chief Executive Officer since June 2006 and has been a member of the Board of Directors since May 2006. Mr. Flynn has a 36-year career in international supply chain management and freight transportation. Prior to joining us, Mr. Flynn served as President and Chief Executive Officer of GeoLogistics Corporation since 2002 where he led a successful turnaround of the company's profitability and the sale of the company in September 2005. Prior to his tenure at GeoLogistics, Mr. Flynn served as Senior Vice President at CSX Transportation from 2000 to 2002. Mr. Flynn spent over 20 years with Sea-Land Service, Inc., a global provider of container shipping services. He served in roles of increasing responsibility in the U.S., Latin America and Asia. He ultimately served as head of the company's operations in Asia. Mr. Flynn is also a director of Republic Services, Inc. He served as a director of Horizon Lines, Inc. from November 2006 to April 2012. Mr. Flynn holds a Bachelors degree in Latin American studies from the University of Rhode Island and a Masters degree in the same field from the University of Arizona. As a result of these and other professional experiences, Mr. Flynn possesses particular knowledge and experience in international operations, accounting, finance and capital structure that benefits our Company and its Board of Directors. Mr. Flynn represents management on the Board as the sole management, non-independent Director.

**James S. Gilmore III**, age 63, has been a member of our Board since 2004, a member of our Nominating and Governance Committee since March 2006, and the Chairman of such Committee since June 2006. Mr. Gilmore, an attorney who is currently working as a business consultant through Gilmore Global Group, L.L.C., was the 68th Governor of the Commonwealth of Virginia, serving in that office from 1998 to 2002. He was a partner in the law firm of Kelley Drye & Warren LLP from 2002 to 2008, where he served as the Chair of the firm's Homeland Security Practice Group and where his practice also focused on corporate, technology, information technology and international matters. He is President and Chief Executive Officer of the Free Congress Foundation, an entity that offers bipartisan conservative solutions to domestic fiscal challenges. In 2003, President George W. Bush appointed Mr. Gilmore to the Air Force Academy Board of Visitors, and he was elected Chairman of the Air Force Board in the fall of 2003. Mr. Gilmore served as the Chairman of the Republican National Committee from 2001 to 2002. He also served as Chairman of the Congressional Advisory Panel to Assess Domestic Response Capabilities for Terrorism Involving Weapons of Mass Destruction, a national panel established by Congress to assess federal, state and local government capabilities to respond to the consequences of a terrorist attack. Also known as the Gilmore Commission, this panel was influential in developing the Office of Homeland Security. Mr. Gilmore is a graduate of the University of Virginia and the University of Virginia School of Law. He is also a director of CACI International Inc. Within the last five years, Mr. Gilmore served as a Director of Barr Laboratories, Inc., IDT Corporation, Windmill International (a privately held business) and Everquest Financial Ltd. (also a privately held business). During this time frame, he was also a member of the advisory board of Unisys Corporation and the federal advisory board of Hewlett-Packard Company. As a result of these and other professional experiences, Mr. Gilmore possesses particular knowledge and experience in legal/regulatory and governmental affairs that benefits our Company and its Board of Directors.

**Carol B. Hallett**, age 75, has been a member of our Board since June 2006 and a member of our Compensation Committee since that time. She has been of counsel at the U.S. Chamber of Commerce since 2003. From 1995 to 2003, Ms. Hallett was President and Chief Executive Officer of the Air Transport Association of America (ATA), Washington, D.C., the nation's oldest and largest airline trade association now known as the Airlines for America (A4A). Prior to joining the ATA, Ms. Hallett served as senior government relations advisor with Collier, Shannon, Rill & Scott from 1993 to 1995. From 2003 to 2004, she was chair of Homeland Security at Carmen Group, Inc., where she helped develop the homeland security practice for the firm. From 1986 through 1989, Ms. Hallett served as United States Ambassador to the Commonwealth of the Bahamas. From 1989 to 1993, she was Commissioner of the United States Customs Service. Ms. Hallett has also been a director of Rolls Royce-North America (a unit of Rolls Royce Group plc) since 2003 and G48-Government Solutions (a privately held business) since 2006. In addition, she has been appointed by the Secretaries of Treasury and Homeland Security to serve on the Customs Oversight Advisory Committee (COAC) for a term ending in 2015. Within the last five years, she was a director of Horizon Lines, Inc. (from November 2011 to April 2012) and Mutual of Omaha Insurance Company (from 1998 to 2008), as well as a member of the National Security Advisory Committee for CSC (from 2008 to 2011). As a result of these and other professional experiences, Ms. Hallett possesses particular knowledge and experience in national and international trade, transportation and security issues that benefits our Company and its Board of Directors.

**Frederick McCorkle**, age 68, has been a member of our Board and Compensation Committee since July 2004 and a member of our Nominating and Governance Committee since March 2006. General McCorkle has served as Chairman of the Compensation Committee since June 2006. General McCorkle retired from the U.S. Marine Corps in October 2001 after serving since 1967. He last served as Deputy Commandant for Aviation, Headquarters, Marine Corps, Washington, D.C. General McCorkle is a graduate of East Tennessee State University and holds a master's degree in Administration from Pepperdine University. He is currently a Senior Advisor and a member of the board of directors of GKN Aerospace North America, Inc. (a unit of GKN plc.). He is also a member of the board of directors of Lord Corporation and Jura Corporation (both of which are privately held businesses) and of Rolls-Royce North America (a unit of Rolls Royce Group plc). In addition to his board memberships, General McCorkle serves as a Senior Strategic Advisor for Timken Corporation, The Boeing Company and AgustaWestland. As a result of these and other professional experiences, General McCorkle possesses particular knowledge and experience in military affairs and in civil and governmental aviation that benefits our Company and its Board of Directors.

**Duncan J. McNabb**, age 60, has been a member of our Board since July 2012 and a member of our Audit Committee since December 2012. General McNabb served as Commander of the Air Mobility Command from 2005 to 2007 and Commander of the United States Transportation Command (USTRANSCOM) from 2008 until his retirement from the Air Force in December 2011. USTRANSCOM is the single manager for air, land and sea transportation for the Department of Defense (DOD). He also served as DOD's Distribution Process Owner, overseeing DOD's end-to-end supply chain, transportation, and distribution to our armed forces worldwide. General McNabb commanded more than \$56 billion in strategic transportation assets, over 150,000 service personnel and a worldwide command-and-control network. A 1974 graduate of the U.S. Air Force Academy and Air Force pilot, he flew more than 5,600 hours in transport and rotary aircraft, including the C-17. General McNabb has held command and staff positions at squadron, group, wing, major command and DOD levels. During his over 37-year military career, General McNabb also served as the Air Force Deputy Chief of Staff for Plans and Programs with responsibility for all Air Force programs and over \$500 billion in funding over the Air Force's Five-Year Defense Plan (FYDP). He later served as Director of Logistics on the Joint Staff and was responsible for operational logistics and strategic mobility support to the Chairman of the Joint Chiefs and the Secretary of Defense. Before his final command at USTRANSCOM, McNabb served as the 33rd Vice Chief of Staff of the Air Force. General McNabb is also a director of HDT Global (a privately held business) and AT Kearney Public Sector & Defense Services (consultants). He serves as Chairman of the Board of trustees for Arnold Air Society and Silver Wings and is a member of the advisory Board of International Relief & Development. As a result of these and other professional experiences, General McNabb possesses particular knowledge and experience in military affairs, worldwide transportation and distribution, in procurement and in civil and governmental aviation that benefits our Company and its board of directors.

### **CORPORATE GOVERNANCE, BOARD AND COMMITTEE MATTERS**

Our Board held four in person meetings and seven telephonic meetings in 2012, including telephonic meetings held principally to discuss the Company's financial results. Pursuant to Board policy, Directors are expected to attend all Board and Committee meetings, as well as our annual meeting of stockholders. Each Director attended at least 75% of the meetings of the Board and committees of the Board on which such Director serves. All of the Directors who were serving at the time of our 2012 annual meeting of stockholders attended the 2012 annual meeting.

#### **Executive Sessions**

The outside members of the Board, as well as our Board Committees, meet in executive session (with no management directors or management present) on a regular basis, and upon the request of one or more outside Directors, at least two times a year. The sessions are generally scheduled and chaired by Eugene I. Davis, the Chairman of the Board, and executive sessions of our committees are chaired, respectively, by Robert F. Agnew, Chairman of the Audit Committee, Frederick McCorkle, Chairman of the Compensation Committee, or James S. Gilmore III, Chairman of the Nominating and Governance Committee, as applicable. The executive sessions include whatever topics the outside Directors or Committee members deem appropriate.

#### **Compensation of Outside Directors**

*Cash Compensation.* As of the date of this Proxy Statement, each of our outside Directors is paid \$50,000 in cash compensation annually, which is payable quarterly in advance, and also receives the following additional cash compensation as applicable:

#### *Standing Committee Membership*

Each member of the Audit Committee, \$15,000 annually;

Each member of the Compensation Committee, \$5,000 annually; and

Each member of the Nominating and Governance Committee, \$5,000 annually.

*Chairman Position*

Chairman of the Board, \$100,000 annually; and

Chairman of each of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, \$25,000 annually.

*Meeting Fees*

For each meeting of the Board or a Committee of the Board, including any ad hoc committee, attended in person by a member, a fee to such member of \$1,500 or \$3,000 if such member is its Chairman;

For each meeting of the Board or a Committee of the Board, including any ad hoc committee, attended via teleconference or videoconference, a fee to each such member of \$500 or \$1,000 if such member is its Chairman; and

For each meeting of the Board or a Committee of the Board, including any ad hoc committee, attended in person by a member, all customary out-of-pocket expenses of such member are reimbursed.

*Polar Board Compensation*

Eugene I. Davis, our Chairman, has served as Chairman of Polar since June 28, 2007. In light of his increased responsibility resulting from the assumption of this position, Mr. Davis receives an annual cash retainer of \$50,000 (payable quarterly) and meeting fees in respect of meetings of the Polar Board of Directors, consistent with the meeting fees paid to the Company's Directors for Company Board and Committee meetings as described above. Mr. Davis received fees totaling \$6,000 for chairing various meetings of the Polar Board of Directors during 2012. Except for Mr. Davis, no other person is compensated by the Company for serving as a Director of Polar.

*Equity Compensation*

*Restricted Stock Units.* Each of our Directors (other than Mr. Flynn) receives an annual grant of restricted stock units for a number of shares having a value (calculated based on the closing price of our Common Stock on the date of grant) of \$100,000 (\$175,000 in the case of Mr. Davis). The units vest and are automatically converted into common shares on the earlier of (i) the date immediately preceding the Company's next succeeding annual meeting of stockholders or (ii) the one-year anniversary of the date of grant. Mr. McNabb also received an award of 5,929 restricted stock units (having a value of \$250,000) vesting in equal increments over four years in connection with his joining the Board of Directors on July 23, 2012.

*Medical, Dental and Vision Care Insurance*

Optional medical, dental and vision care coverage is made available to our nonemployee Directors and their eligible dependents at a premium cost similar to that charged to Company employees. Nonemployee Directors who retire from the Board after age 60 and who have 10 or more years of Board service are eligible to participate in the Company's medical plans (at full premium cost) until they become eligible for Medicare benefits. For purposes of the foregoing sentence, retirement is defined solely as a non-employee Director opting not to stand for re-election to the Board.

*2012 Total Compensation of Directors*

The following table shows (i) the cash amount paid to each nonemployee Director for his or her service as a non-employee Director in 2012, and (ii) the grant date fair value of restricted stock units awarded to each nonemployee Director in 2012, calculated in accordance with the accounting rules on share-based payments.

Name	Fees Paid in Cash	Stock Awards	Total
(1)	(\$)(2)	(\$)	(\$)
Eugene I. Davis	208,350	174,995(3)	383,345
Robert F. Agnew	119,598	99,997(3)	219,595
Timothy J. Bernlohr	87,934	99,997(3)	187,931
James S. Gilmore III	95,352	99,997(3)	195,349
Carol B. Hallett	70,000	99,997(3)	169,997
Frederick McCorkle	109,025	99,997(3)	209,022
Duncan J. McNabb	27,570	349,928(4)	377,498

(1) This table does not include compensation paid to Mr. Flynn, the Company's President and Chief Executive Officer. Mr. Flynn's compensation is described in the sections covering executive compensation. He is not paid additional compensation for his service as a Director.

(2) Includes amounts earned or paid to Mr. Davis in connection with his serving as Chairman of Polar.

(3) The value of stock equals the grant date fair value of \$42.30 per share on June 1, 2012.

(4) The value of stock equals the grant date fair value of \$42.16 per share on July 23, 2012.

*Board Members Outstanding Equity Awards at Fiscal Year-End 2012*

The table below shows outstanding equity awards for our outside Directors as of December 31, 2012. Market values reflect the closing price of our Common Stock on the NASDAQ Global Market on December 31, 2012, which was \$44.32 per share.

Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested
Name	Grant Date	(#)	(\$)
Eugene I. Davis	6/1/2012	4,137(1)	183,352
	6/16/2011	2,625(2)	116,340
Robert F. Agnew	6/1/2012	2,364(1)	104,772
	6/16/2011	1,500(2)	66,480
Timothy J. Bernlohr	6/1/2012	2,364(1)	104,772
	6/16/2011	1,500(2)	66,480
James S. Gilmore III	6/1/2012	2,364(1)	104,772
	6/16/2011	1,500(2)	66,480
Carol B. Hallett	6/1/2012	2,364(1)	104,772
	6/16/2011	1,500(2)	66,480
Frederick McCorkle	6/1/2012	2,364(1)	104,772
	6/16/2011	1,500(2)	66,480
Duncan J. McNabb	7/23/2012	2,371(3)	262,773
	7/23/2012	5,929(4)	105,083



- (1) These units vest on the earlier of the day immediately preceding the date of the 2013 Annual Meeting or June 1, 2013. The grant date fair value was \$42.30 per share.
- (2) These units vest in four equal annual installments beginning on the first anniversary of the grant date. The next vesting event is scheduled to occur on June 16, 2013. The grant date fair value was \$56.38 per share.
- (3) These units vest on the earlier of the day immediately preceding the date of the 2013 Annual Meeting or July 23, 2013. The grant date fair value was \$42.16 per share.
- (4) These units vest in four equal annual installments beginning on July 23, 2013. The grant date fair value was \$42.16 per share.

#### **Communications with the Board**

The Board of Directors welcomes input and suggestions. Stockholders and other interested parties who wish to communicate with the Board may do so by writing to our Chairman, c/o Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York 10577. All communications received by Board members from third parties that relate to matters within the scope of the Board's responsibilities will be forwarded to the Chairman of the Board. All communications received by Board members from third parties that relate to matters within the responsibility of one of the Board committees will be forwarded to the Chairman of the Board and the Chairman of the appropriate committee. All communications received by Board members from third parties that relate to ordinary business matters that are not within the scope of the Board's responsibilities are forwarded to AAWW's General Counsel.

#### **Board Effectiveness**

To ensure that our Board of Directors and its Committees are performing effectively and in the best interest of the Company and its stockholders, the Board performs an annual assessment of itself, its Committees and each of its members. The assessment is done under the oversight of the Nominating and Governance Committee.

A copy of our Corporate Governance Principles can be found on the Corporate Governance page of the Corporate Background portion of our website at [www.atlasair.com](http://www.atlasair.com). Our Corporate Governance Principles are described in greater detail below.

#### **Board Leadership Structure**

Pursuant to our Corporate Governance Principles and our By-Laws, the Board of Directors determines the best leadership structure for the Company. The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interest of the Company and its stockholders for the Board to make a determination regarding this matter each time it elects a new Chief Executive Officer.

The Company has maintained separate roles for the Chairman of the Board and the Chief Executive Officer for over 10 years. Our Chairman, Mr. Davis, has been elected to this position annually by his fellow Directors. He presides over meetings of our Board of Directors, executive sessions of our non-management Directors and our annual meeting of stockholders. In addition, our Chairman reviews the agenda for our Board meetings with Mr. Flynn, our Chief Executive Officer, recommends Board committee appointments and responsibilities in conjunction with the Nominating and Governance Committee, and leads the evaluation process of our Chief Executive Officer. We currently believe that having an independent Chairman promotes a greater role for the non-executive Directors in the oversight of the Company, including oversight of material risks facing the Company, encourages active participation by the independent Directors in the work of our Board of Directors, and enhances our Board of Directors' role of representing stockholders' interests.

### **Board Oversight of Risk Management Process**

The Board of Directors is responsible for oversight of the Company's risk assessment and management process. The Board delegated to the Compensation Committee basic responsibility for oversight of management's compensation risk assessment, and that Committee reports to the Board on its review. The Board also delegated risk management oversight to our Audit Committee, which reports the results of its review process to the Board. The Audit Committee's process includes:

A review, at least annually, of our internal audit process, including the organizational structure and staff qualification, as well as the scope and methodology of the internal audit process; and

A review, at least annually, of our enterprise risk management plan to ensure that appropriate measures and processes are in place, including discussion of the major risk exposures identified by the Company, the key strategic plan assumptions considered during the assessment and steps implemented to monitor and mitigate such exposures on an ongoing basis.

The Audit and Compensation Committees report to the Board, as appropriate, when a matter rises to the level of a material, enterprise level risk. In addition to the reports from the Audit and Compensation Committees, the Board periodically discusses risk oversight, included as part of its annual detailed corporate strategy review.

The Company's management is responsible for day-to-day risk management. Our Internal Audit, Safety, Security, Corporate Controller, Information Technology, Human Resources, Legal, Business Resiliency and Treasury Departments serve as the primary monitoring and testing functions for Company-wide policies and procedures, and manage the day-to-day oversight of the risk management strategy for the ongoing business of the Company. This oversight includes identifying, evaluating and addressing potential risks that may exist at the enterprise, strategic, financial, operational, technological, compliance and reporting levels.

We believe that the division of risk management responsibilities as described above is an effective approach for addressing risks facing the Company.

### **Board Committees**

Our Board maintains three standing committees, an Audit Committee, Compensation Committee and Nominating and Governance Committee, each of which has a charter that details the committee's responsibilities. The charters for all the standing committees of the Board of Directors are available in the Corporate Background section of our website located at [www.atlasair.com](http://www.atlasair.com) and by clicking on the Corporate Governance link. The charters are also available in print and free of charge to any stockholder who sends a written request to the Secretary at Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, NY 10577.

### **Nominating and Governance Committee**

#### *General*

The Nominating and Governance Committee consists of Mr. Gilmore (Chairman) and Messrs. Agnew, Bernlohr, Davis and McCorkle, each of whom is an independent director within the meaning of the applicable rules of the NASDAQ Stock Market, Inc. (NASDAQ). The principal functions of the Nominating and Governance Committee are to:

Identify and approve individuals qualified to serve as members of our Board;

Select director nominees for the next annual meeting of stockholders;

Review at least annually the independence of our Board members;

Oversee our Corporate Governance Principles; and

Perform or oversee an annual review of the Chief Executive Officer, the Board and its committees.

The Nominating and Governance Committee held two in person meetings and two telephonic meetings in 2012.

*Director Qualifications*

Our Nominating and Governance Committee is responsible for reviewing and developing the Board's criteria for evaluating and selecting new directors based on our needs from time to time. Pursuant to the Skills and Characteristics for Directors criteria as provided in the Nominating and Governance Committee charter, the Board as a whole should possess core competencies in accounting, finance and disclosure, business judgment, management, crisis response, industry knowledge, international markets, leadership and strategy and vision. New and incumbent Directors are individually evaluated from a skills and characteristics perspective on several different factors, including having the following traits: high personal standards; the ability to make informed business judgments; literacy in financial and business matters; the ability to be an effective team member; a commitment to active involvement and an ability to give priority to the Company; no affiliations with competitors; achievement of high levels of accountability and success in his or her given fields; no geographical travel restrictions; an ability and willingness to learn the Company's business; experience in the Company's business or in professional fields or other industries or as a manager of international business so as to have the ability to bring new insight, experience or contacts and resources to the Company; preferably a willingness to make a personal substantive investment in the Company; preferably no direct affiliations with major suppliers, customers or contractors; and preferably previous public company board experience with good references. The Nominating and Governance Committee will also consider, in addition to whether such individuals have the aforementioned skills and characteristics, whether such individuals are independent, as defined in applicable rules and regulations of the SEC and NASDAQ. The Board will nominate new directors only from candidates identified, screened and approved by the Nominating and Governance Committee. The Company does not have a formal policy regarding the diversity of its Directors. The Nominating and Governance Committee uses the criteria specified above when considering candidates for a Board seat and then searches for candidates that best meet those criteria without limitations imposed on the basis of race, gender or national origin. The Board will also take into account the nature of and time involved in a Director's service on other boards in evaluating the suitability of individual directors and making its recommendation to AAWW's stockholders. Service on boards of other organizations must be consistent with our conflict of interest policies applicable to Directors and other legal requirements. The Nominating and Governance Committee identifies new Director candidates from a variety of sources, including recommendations submitted by stockholders.

*Evaluation of Stockholder Nominees*

Our Nominating and Governance Committee will consider stockholder recommendations for candidates to serve on the Board, provided that such recommendations are made in accordance with the procedures required under our By-Laws and as described in this Proxy Statement under "Advance Notice Procedures" below. The Nominating and Governance Committee also has adopted a policy on security holder recommendations of Director nominees (the "Stockholder Nominating Policy"), which is subject to a periodic review by the Nominating and Governance Committee. Among other things, the Stockholder Nominating Policy provides that a stockholder recommendation notice must include the stockholder's name, address and the number of shares beneficially owned, as well as the period of time such shares have been held, and should be submitted to: Attention: Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York 10577. A copy of our current Policy on Security Holder Recommendation of Director Nominees is available in the Corporate Background section of our website at [www.atlasair.com](http://www.atlasair.com). In evaluating stockholder nominees, the Board and the Nominating and Governance Committee seek to achieve a balance of knowledge, experience and capability. As a result, the Nominating and Governance Committee evaluates stockholder nominees using the same membership criteria set forth above under "Director Qualifications."

### *Corporate Governance Principles*

We have adopted Corporate Governance Principles, believing that sound corporate governance practices provide an important framework to assist the Board in fulfilling its responsibilities. The business and affairs of AAWW are managed under the direction of our Board, which has responsibility for establishing broad corporate policies, setting strategic direction and overseeing management. An informed, independent and involved Board is essential for ensuring our integrity, transparency and long-term strength, and maximizing stockholder value. The Corporate Governance Principles address such topics as codes of conduct, Director nominations and qualifications, Board committees, Director compensation, conflicts and waivers of compliance, powers and responsibilities of the Board, Board independence, serving on other boards and committees, meetings, Director access to officers and other employees, stockholder communications with the Board, annual Board evaluations, financial statements and disclosure matters, delegation of power and oversight and independent advisors. A copy of our Corporate Governance Principles is available in the Corporate Background section of our website at [www.atlasair.com](http://www.atlasair.com).

### **Code of Ethics Applicable to the Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors**

We have a long-standing commitment to conduct our business in accordance with the highest ethical principles. We have adopted a Code of Ethics applicable to the Chief Executive Officer, Senior Financial Officers and Members of the Board of Directors that is monitored by our Audit Committee and that includes certain provisions regarding disclosure of violations and waivers of, and amendments to, the Code of Ethics by covered parties. Any person who wishes to obtain a copy of our Code of Ethics may do so by writing to Atlas Air Worldwide Holdings, Inc., Attn: Secretary, 2000 Westchester Avenue, Purchase, NY 10577. A copy of the Code of Ethics is available in the Corporate Background section of our website at [www.atlasair.com](http://www.atlasair.com) under the heading Code of Conduct .

### **Employee Handbook and Code of Conduct**

We also have adopted an Employee Handbook and Code of Conduct that sets forth the policies and business practices that apply to all of our employees and Directors. The Employee Handbook and Code of Conduct addresses such topics as compliance with laws, moral and ethical conduct, equal employment opportunity, promoting a work environment free from harassment or discrimination and the protection of intellectual property and proprietary information, among other things.

### **Director Independence**

Our Nominating and Governance Committee Charter includes categorical standards to assist the Committee in making its determination of Director independence within the meaning of the rules of the SEC and the Marketplace Rules of NASDAQ. The Nominating and Governance Committee will not consider a Director to be independent if, among other things, he or she was employed by us at any time in the last three years; has an immediate family member who is, or in the past three years was, employed by us as an executive officer; has accepted or has an immediate family member who has accepted any compensation from us in excess of \$120,000 during a period of 12 consecutive months within the three years preceding the determination of independence (other than compensation for Board service, compensation to a family member who is a nonexecutive employee or benefits under a tax-qualified retirement plan or nondiscretionary compensation); is, was or has a family member who is or was a partner, controlling stockholder or executive officer of any organization to which we made or from which we received payments for property or services in the current year or any of the past three fiscal years in an amount that exceeds the greater of \$200,000 or 5% of the recipient's consolidated gross revenues for the year; is or has a family member who is employed as an executive officer of another entity where at any time during the last three years any of the Company's executive officers serve or served on the entity's compensation committee; or is or has a family member who is a current partner of the Company's independent

registered public accounting firm or was or has a family member who was a partner or employee of the Company's independent registered public accounting firm who worked on the Company's audit at any time during the last three years.

Pursuant to the Nominating and Governance Committee Charter and as further required by NASDAQ rules, the Nominating and Governance Committee made a subjective determination as to each outside Director that no relationship exists which, in the opinion of the Board, would interfere with such individual's exercise of independent judgment in carrying out his or her responsibilities as a Director. As part of such determination, the Nominating and Governance Committee examined, among other things, whether there were any transactions or relationships between AAWW and an organization of which a Director or director nominee has been a partner, stockholder or officer within the last fiscal year. The purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that a Director is independent.

In accordance with its annual review and the policies and procedures outlined above, the Nominating and Governance Committee affirmatively determined that the following Directors nominated for election at the Annual Meeting are independent directors: Messrs. Agnew, Bernlohr, Davis, Gilmore, McCorkle, and McNabb and Ms. Hallett. The Nominating and Governance Committee also determined that Mr. Flynn is not independent pursuant to the NASDAQ rules and the Nominating and Governance Committee Charter because he is our President and Chief Executive Officer.

### **Audit Committee Report**

The Audit Committee of the Board of Directors consists of four outside Directors, Messrs. Agnew (Chairman), Bernlohr, Davis, and McNabb, each of whom is an independent Director within the meaning of the applicable rules and regulations of the SEC and NASDAQ (see also "Director Independence" above). The Board has determined that Mr. Davis is an audit committee financial expert as defined under applicable SEC rules. The Audit Committee's primary function, as set forth in its written charter (available in the Corporate Background section of our website at [www.atlasair.com](http://www.atlasair.com) under the heading "Audit Committee Charter") is to assist the Board in overseeing the:

Quality and integrity of the financial statements of the Company;

Independent registered public accounting firm's qualifications and independence;

Performance of the Company's internal audit function and independent registered public accounting firm;

Company's compliance with legal and regulatory requirements; and

Effectiveness of the Company's financial reporting process, disclosure practices and systems of internal controls for managing risk. The Audit Committee is also responsible for appointing the independent registered public accounting firm, approving, in advance, audit and permitted nonaudit services in accordance with the Committee's pre-approval policy, which is described below, and monitoring the Company's Code of Ethics (see also "Code of Ethics" above) and related party transactions. The Audit Committee held three in person meetings and five telephonic meetings in 2012.

AAWW management has responsibility for preparing the Company's financial statements and AAWW's independent registered public accounting firm, PricewaterhouseCoopers LLP ("pwc"), is responsible for auditing those financial statements. In this context, the Audit Committee has reviewed and discussed AAWW's audited consolidated financial statements for the fiscal year ended December 31, 2012 with management and with pwc. The Audit Committee discussed with pwc the matters required to be discussed by *Statement on Auditing Standards No. 61 Communications with Audit Committees*, as amended (PCAOB, AU section 380). The Audit Committee received from pwc the written disclosures and letter required by applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit Committee concerning independence and satisfied itself as to the independence of pwc.

Based upon its reviews and discussions as described above, the Audit Committee recommended, and the Board of Directors approved, that AAWW's audited consolidated financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2012, for filing with the SEC.

### Fees to Independent Registered Public Accounting Firm

Services provided to us by pwc for each of the last two fiscal years are described below (dollars in thousands):

	2012	2011
Audit Fees	\$ 1,427	\$ 1,441
Audit-Related Fees	3	3
Tax Fees	1,028	980
Total	\$ 2,458	\$ 2,424

**Audit Fees** represent professional services, including out-of-pocket expenses, rendered for the integrated audit of our consolidated financial statements, for reviews of our financial statements included in our Quarterly Reports on Form 10-Q and for services that are normally provided in connection with statutory and regulatory filings or engagements.

**Audit-Related Fees** in 2012 and 2011 consist of a subscription for accounting research software.

**Tax Fees** in 2012 and 2011 consist of tax services, including tax compliance, tax advice and tax planning.

### Pre-Approval Policies and Procedures

The Audit Committee pre-approves audit and permissible nonaudit services provided by the independent registered public accounting firm in accordance with the Committee's pre-approval policy. These services may include audit services, audit-related services, tax services and other services. Necessary approvals required between Audit Committee meetings must be pre-approved by the Audit Committee Chairperson, or such other Audit Committee member who has been delegated this authority by the Audit Committee Chairperson. For any such approvals between meetings, a description is provided to the Audit Committee for discussion at its next regularly scheduled meeting. The Audit Committee has met with management and pwc to review and approve the overall plan and scope of the audit for the current year.

### THE AUDIT COMMITTEE

Robert F. Agnew, Chairman

Timothy J. Bernlohr

Eugene I. Davis

Duncan J. McNabb

### Compensation Committee

*Committee Responsibility.* The Compensation Committee of the Board of Directors was established by the Board to assist it in discharging and performing its duties with respect to senior management compensation, annual incentive compensation, equity compensation (including long-term compensation) and succession planning, among other things. The Compensation Committee also is the administrator of our equity award plans. The Compensation Committee consists of three outside Directors, Mr. McCorkle (Chairman), Mr. Davis and Ms. Hallett, each of whom is an independent director within the meaning of applicable SEC and NASDAQ rules.

*Process and Procedures*

The Compensation Committee is responsible for reviewing, evaluating and establishing compensation plans, programs and policies for, and reviewing and approving the total compensation of, our executive officers at the level of senior vice president and above, including our President and Chief Executive Officer. The Compensation Committee also monitors the search for, and approves the proposed compensation for, any executive officers at the level of senior vice president and above, and periodically reviews and makes recommendations to the full Board regarding the compensation of Directors. In addition, the Compensation Committee retains and oversees the outside compensation consultant that provides advice regarding such compensation matters.

The Compensation Committee is required by its charter to meet at least four times annually. During 2012, the Compensation Committee held four in person meetings, four telephonic meetings, and acted by written consent on one occasion. The Compensation Committee meets regularly in separate sessions with the President and Chief Executive Officer, the General Counsel and Chief Human Resources Officer, and in executive session with outside counsel and the outside compensation consultant to discuss any matters that the Compensation Committee or any of these groups believes warrant the Compensation Committee's attention. The Chairman may also request that other members of management, legal counsel, or other advisors attend the meetings of the Committee, but any individual whose performance or compensation is to be discussed at a Compensation Committee meeting does not attend such meeting (or the applicable portion of such meeting) unless specifically invited by the Compensation Committee, and the President and Chief Executive Officer is not present during voting or deliberations as to his compensation.

*Role of Executive Officers in Compensation Process.* Except for discussions related to their own levels of compensation, Mr. Flynn and Mr. Kokas participate in portions of the Committee's meetings to make recommendations to the Committee or otherwise discuss with the Committee the establishment, and ultimate payment, of annual incentive awards to executive officers at the level of senior vice president and above and long-term incentive awards to management, and for salary adjustments to our senior officers, as well as other compensation matters related to senior management.

Annually, either prior to or during the first quarter of each year, the Committee establishes the minimum performance objective required for any annual incentive award payment, as well as the year's objectives for financial, operational and personal goals and objectives for senior executives to be taken into account in setting the performance range for each executive and determining the amount of each executive's annual award payment, if any. Those criteria are recommended by the President and Chief Executive Officer and Chief Human Resources Officer, working together with the Company's outside compensation consultant (at the request of the Committee), and are reviewed and ultimately established by the Committee. Our President and Chief Executive Officer and Chief Human Resources Officer also make recommendations to the Committee regarding our annual and long-term incentive plans, after review by the Company's outside compensation consultant and outside counsel (at the request of the Committee).

*Role of Compensation Consultants in the Compensation Process.* Towers Watson has served as the outside compensation consultant to the Committee since July 2007. The compensation consultant advises the Committee regarding compensation for our executive officers and reviews and advises on the Company's annual incentive plan for senior executives and long-term incentive compensation plans. The Committee's compensation consultant periodically reviews the salaries, annual and long-term incentive awards levels that we pay, and other benefits that we provide, to our executive officers so that it may advise the Committee whether compensation paid to our executives is competitive with companies and industries in which we compete for executive talent. At the direction of the Committee, the compensation consultant also works with management to develop a framework and performance measures for both the Company's annual and long-term incentive plans. A representative from the Committee's compensation consultant also generally participates in Compensation Committee meetings related to executive compensation and regularly communicates with the Chair of the Committee. In addition, the consultant assists the Committee in its risk assessment of the Company's compensation policies and practices.

Towers Watson was engaged exclusively by the Committee during fiscal 2012 and neither Towers Watson nor any affiliate provided any other services on behalf of the Company. To ensure Towers Watson's continued independence and to avoid any actual or apparent conflict of interest, neither Towers Watson nor any affiliate is expected to be engaged to perform any services beyond those provided to the Committee. The Committee also has reviewed the independence of Towers Watson in light of new SEC and NASDAQ listing standards regarding compensation consultants and has concluded that Towers Watson's work for the Committee is independent and does not raise conflicts of interest. The Committee has the sole authority to retain or replace Towers Watson as the Committee's compensation consultant.

The Committee periodically reviews its engagement with its compensation consultant. In 2012, the Committee, led by its Chairman, Mr. McCorkle, engaged in a robust review and interview process involving multiple consulting firms. Following that process, the Committee decided to continue to engage Towers Watson as its independent compensation consultant as a result of the excellent service provided by that firm in prior periods, the firm's familiarity with the Company's compensation philosophy, policies and programs, the scope and scale of the firm and their extensive resources and data bases, and its level of expertise, especially in the transportation, aerospace and defense industries.

*Risk Assessment of Compensation Policies.* The Compensation Committee, with the assistance of Towers Watson, has concluded that the Company's compensation program is balanced and does not promote imprudent or excessive risk taking. The Company does not use highly leveraged short-term incentives that encourage short-term, high-risk strategies at the expense of long-term performance and value. The Compensation Committee and the full Board are heavily involved in setting target performance metrics consistent with the Company's business strategy, and the Committee retains discretion to adjust downward actual incentive award payouts. The Company's compensation programs reward consistent, long-term performance by heavily weighting long-term performance and equity compensation so that it rewards executives for strong operating performance and favorable financial performance. The Company has also established long-term incentive award metrics that test the Company's results against peer companies over a three-year period to ensure that award achievement levels are justified by comparative performance over the long term. The Company also prohibits its directors and executive officers from hedging their ownership of our Common Stock or pledging shares of Common Stock.

## **Compensation Discussion and Analysis**

### *Introduction*

Over the past several years, our senior executives have continued to execute on the strategic plan adopted by the Board that is designed to diversify our business and enhance our financial results. Our senior executives have successfully executed the initiatives approved by the Board notwithstanding market environments that were oftentimes difficult and turbulent. We ordered and brought into service the new Boeing 747-8F aircraft, modernizing our fleet and enhancing our profitability, and financed these new aircraft with extremely attractive Ex-Im Bank financing. The senior executives, under the Board's direction and oversight, have diversified our business, transitioning it from a B747 freighter-only platform in 2009, to a multi-platform company serving both the cargo and passenger needs of major international airlines, express delivery providers, freight forwarders, the U.S. military, charter brokers and others across multiple aircraft types. They have added new services, including CMI (Crew, Maintenance and Insurance) service for customers providing their own aircraft, expanded ground handling services for our LCF and passenger service operations, and expanded our dry leasing business. Notwithstanding an unsettled global marketplace and significant declines in U.S. military cargo demand, the senior executives have more than doubled net income in five years, increasing it from \$63.7 million in 2008 to \$129.9 million in 2012. We now serve more than 360 destinations in over 110 countries. Our senior executives have not allowed external market forces beyond our control to deter us from initiatives to improve our profitability and enhance our strategic options. In recognition of the quality of our senior executives and their achievements, the Compensation Committee believes that their compensation opportunities should be commensurate with their significant accomplishments and, as a result, the Committee has elected to target compensation above the median for our chosen benchmarks. Our compensation philosophy and pay for performance programs are discussed in detail below.

AAWW's financial performance for 2012 was excellent in a turbulent market environment, both relative to peers and on an absolute basis. We reported:

Revenues of \$1.65 billion, representing an 18% increase over the prior year;

The second best annual operating results in the Company's history;

Pretax income of \$205.3 million;

Net income attributable to common stockholders of \$129.9 million and adjusted net income attributable to common stockholders of \$127.0 million, an increase of 17% over the prior year;

Diluted earnings per common share of \$4.89 and adjusted diluted earnings per common share of \$4.78; and

The price of our Common Stock increased 15.3% from \$38.43 to \$44.32.

These strong results were achieved notwithstanding global events, including the continued global economic uncertainty, foreign currency fluctuations and the European debt crisis, which adversely affected global freight shipments and our business. In particular, commercial charter volumes and rates were materially impacted by increased air cargo capacity, softer demand and significantly reduced military flying levels.

*Throughout this CD&A, we refer to our adjusted net income attributable to common stockholders and adjusted diluted EPS. A reconciliation of adjusted net income attributable to common stockholders and adjusted diluted EPS to the corresponding GAAP financial measures is contained on pages 41-42 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on February 13, 2013.*

Notwithstanding these challenges, we completed many strategic and operational achievements during 2012, including the following, among others:

Delivered numerous customer service quality metrics at or close to maximum level;

Secured Export-Import Bank of the United States financing at attractive terms for up to six of our B747-8F aircraft;

Received IATA Operational Safety Audit re-certification for cargo and passenger operations without any findings;

Secured attractive placement with customers for the four B747-8F aircraft deliveries that occurred in 2012;

Developed and are implementing a comprehensive, long-term strategic plan to provide new earnings streams and to create competitive advantage over the next several years;

Obtained Civil Aviation Review Board approval from the U.S. military to perform AMC B767 passenger service;

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Executed start-up plan for B767-200 express cargo operations for DHL; and

Achievement of top quartile return on invested capital and of 56-75% percentile EBT growth as compared to the Company's PSU peer group (see *Long-Term Equity Compensation* below for a listing of companies comprising this peer group).

Our ongoing commitment to a pay for performance philosophy continued in 2012, whereby a substantial portion of executive compensation was linked to both individual and Company performance. The following chart, based on our 2012 Summary Compensation Table, shows the percentage of total compensation (as reflected in such table) that consisted of fixed compensation and variable or performance-based compensation (long-term performance units are assumed to be earned at the target level for purposes of our Summary Compensation Table). For purposes of this chart and the others appearing below, we have taken the percentages applicable to our five Named Executive Officers (the NEOs or the Named Executive Officers).

The following chart shows the same information as presented directly above, except the percentages valuing the long-term performance units granted in 2012 are assumed to be earned at the maximum level:

We also continue to emphasize a mix of base salary, short-term performance-based compensation (Annual Incentive Plan), long-term compensation (consisting of time-based vesting and performance-based equity unit grants) and retirement benefits. The following chart, based on our 2012 Summary Compensation Table, shows the percentage of total compensation (as reflected in such table) that consisted of salary, retirement benefits, annual performance-based incentive compensation, and long-term equity compensation (long-term performance units are assumed to be earned the at target level for purposes of our Summary Compensation Table).

The following chart shows the same information as presented directly above, except the percentages valuing the long-term performance units granted in 2012 are assumed to be earned at the maximum level:

Key performance metrics, consisting of earnings growth and return on invested capital measured against a select group of transportation and logistics-related companies, were used to determine the level of payouts under our long-term (2010-2012) performance-based awards, creating a strong link between pay and operating performance, the elements of our business that our officers are most able to influence. Over the 2010-2012 period, AAWW's relative performance on these financial and operational performance metrics placed it in the 56-75<sup>th</sup> percentile for earnings growth and the top quartile for return on invested capital against these companies, resulting in payouts at the 175% level (see, Determination of 2012 Compensation *Long Term Incentive Compensation* below). In 2012, we continued our practice of granting 50% of long-term incentive awards as performance-based equity (at target), with the remainder consisting of time-vested restricted stock units.

We strive to make the metrics under our Annual Incentive Plan challenging. The following chart demonstrates the increase in the threshold, target and maximum adjusted earnings before taxes metric over the last three years:

Other significant elements of the Company's 2012 compensation program that reinforce its compensation strategies and implement what the Committee considers best practices include the following:

Time-based equity award agreements provide for a four-year vesting schedule;

The Company provides full value equity awards and does not grant stock options;

The Company does not provide excessive perquisites such as use of airplanes, Company-provided autos and/or auto allowances or club dues;

The Company intends to adopt a clawback policy that complies with the requirements of the Dodd-Frank Act promptly after adoption of implementing rules by the SEC;

The Company's trading in securities guidelines preclude the NEOs and other insiders from engaging in hedging and monetizing transactions involving, and prohibit the pledging of, the Company's securities. They also preclude the NEOs and other insiders from maintaining margin accounts and engaging in certain speculative transactions in respect of the Company's securities;

The ratio of the Chief Executive Officer's total compensation (base pay, bonus, and long-term incentives) to that of the next highest paid NEO is not disproportionate (the ratio was approximately 2 to 1); and

The Committee's independent compensation consultant performs no services for the Company other than those that support the needs of the Compensation Committee.

*Results of Say-on-2012 Pay Vote and Changes to 2013 Annual Incentive Plan.* As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), we held an advisory vote at our 2012 annual meeting of stockholders, and over two-thirds of the stockholders who voted on our Say on Pay proposal voted in favor of it. The Committee and the Board recognize the need for increased stockholder engagement and support of our executive compensation programs and for maintaining a constructive and open dialogue with our stockholders. We reached out to our major stockholders prior to the 2012 annual meeting, and we were encouraged by the positive feedback we received from stockholders on the Company's performance in a difficult year, on the quality of our senior executives and on the competitiveness of our executive compensation program despite receiving a negative Say on Pay recommendation from a leading proxy advisory firm.

Prior to the 2012 annual meeting of stockholders, members of our management team, including the Chief Financial Officer and the Chief Human Resources Officer, reached out to holders of approximately 85% of our outstanding shares to discuss stockholder views on our executive compensation program and its alignment with stockholder objectives. We held conversations and/or exchanged emails with stockholders holding approximately 82% of our outstanding shares. In general, our stockholders expressed strong support for our senior executives and support for our compensation policies and programs. A select number of our stockholders provided constructive suggestions about ways to better align our compensation programs and policies with stockholder interests.

The Committee considered the comments of these stockholders and, as a result, changed the following elements of our incentive programs going forward for 2013 and beyond:

*Increased weighting of objective business metrics in our annual incentive plan.* In response to suggestions that the weighting of the individual management business objective metric in the Annual Incentive Plan be reduced, the Committee reduced the weighting of this metric from 40% to 30% for all participants in such plan.

*Diversified objective business metrics in our annual and long-term incentive plans.* Also as a result of stockholder input, the Committee:

Revised the financial performance metric in the Annual Incentive Plan from one based on pretax income to one based on earnings per common share. The Committee believes that making this change better aligns the plan's financial performance metric with interests of stockholders. The Committee also believes that this revision results in better diversification of the financial metrics employed in our annual and long-term compensation plans and better reflects tax effects and tax-planning efforts.

The Committee also changed the earnings before taxes performance metric used for long-term incentive awards to one based on earnings before interest, taxes, depreciation and amortization (EBITDA). The Committee believes that for companies in industries requiring significant upfront investments like AAWW, EBITDA is a more appropriate measure of underlying profit potential. It also serves as a better indicator of operating cash flow.

We recognize the importance of maintaining an ongoing dialogue with our stockholders and the need to solicit and respond to both voting results and concrete feedback about our business and our executive compensation program. Since the 2012 annual meeting, the Company has continued to speak or meet with our institutional investors on a regular basis. The discussions have focused primarily on the Company's business

prospects and its financial and operating results. While some of the discussions have related to our executive compensation programs, most of our stockholder contacts have expressed a desire to focus on our performance rather than compensation issues that are more appropriately addressed within the context of an annual meeting.

#### *Our 2012 Compensation Policies and Programs*

The discussion that follows elaborates on the Committee's philosophy, compensation decision-making process, the elements of our compensation program and the specifics of grants made and payouts approved during 2012 to our Named Executive Officers in light of a successful year for the Company despite a challenging environment in the global freight shipping market.

#### *Executive Summary*

Executive compensation at AAWW consists of the following components:

Base salary;

Annual cash bonus Intended to reward officers and managerial employees for calendar-year performance. Actual bonus payouts may vary from no payout, to targeted payout, to maximum payout based upon Company and individual performance; and

Long-term incentives Intended to reward officers and other senior managerial employees based on their long-term service and our long-term financial performance. Long-term incentives ordinarily consist of a blend of performance share units, which pay out from zero to twice target, and time-based restricted stock units.

Compensation is also provided through certain retirement, limited perquisites, severance and health and welfare programs.

All executive compensation decisions that impact our senior executives (any person holding the title of Senior Vice President or above) are made by the Compensation Committee, which consists of three independent Directors. This Compensation Discussion and Analysis provides a thorough summary of our compensation programs for our Named Executive Officers, as well as the factors considered by the Committee in making executive compensation decisions.

#### *Overview and Objectives*

As indicated above, we have a philosophy of performance-based compensation, aligning a greater proportion of senior executives' compensation with the Company's performance as responsibilities and position increase. The fundamental objectives of our senior executive compensation policies are to:

Link compensation to enhancement of the value of the Company;

Provide a performance-oriented environment that motivates senior executives to achieve collectively the Company's strategic plan and a high level of earnings;

Reward strong individual performance by linking incentive-based compensation to the performance of each senior executive's annual individual performance objectives; and

Enhance our ability to attract and retain top quality management by offering a compensation program that is competitive with the market in which we compete for executive talent and with companies with a complexity and global scale similar to ours.



### *Total Compensation*

As noted above, total compensation is delivered through a combination of three primary elements consisting of base salary, performance-based annual incentive cash compensation, and performance-based and long-term service based (time-based) equity compensation. In addition, we provide retirement benefits under our 401(k) restoration and voluntary deferral compensation plan, which is a defined contribution nonqualified compensation plan.

In making compensation decisions with respect to each of the primary compensation components, our Compensation Committee periodically reviews the competitive market for senior executives. Each of the above elements is generally targeted in between the 50<sup>th</sup> and 75<sup>th</sup> percentiles compared to survey data provided to us by Towers Watson for the CEO and at the 75<sup>th</sup> percentile for NEOs other than the CEO. We target at these levels in view of a number of factors, including:

The robust performance of our high quality, experienced executive team;

The productivity and commitment of our lean management team;

The high proportion of incentive compensation that is only paid if earned by superior performance; and

The express policy of the Board of Directors for the Compensation Committee to provide strong incentives to retain the current management team.

### *Base Salary*

Base salary is designed to compensate senior executives for their responsibility, experience, sustained performance and contribution to our success. The amount of any senior executive salary increase is determined by the Compensation Committee based on a number of factors, including but not limited to: the nature and responsibilities of the position; the expertise of the individual; survey data for companies in the aerospace/defense, automobile and transportation industries contained in the Towers Watson database described above; and recommendations of the Chief Executive Officer and Chief Human Resources Officer. Salary levels for senior executives are generally reviewed annually by the Chief Executive Officer and the Compensation Committee as part of the performance review process and have historically been adjusted every two years, as well as on a promotion or material change in job responsibility for any senior executive. Reference is made to Exhibit A attached hereto for a list of the various companies comprising the Towers Watson aerospace/defense, automobile and transportation industries database.

### *Performance-Based Incentive Compensation*

Annual cash incentive compensation awards and long-term equity incentive awards are made under the Incentive Plan, which was approved by our stockholders in May 2007. The Compensation Committee believes that a significant portion of a senior executive's compensation should be at-risk, based upon the Company's financial and operating performance. Performance-based compensation aligns senior executive compensation with our goals for corporate financial and operating performance and encourages a high level of individual performance. Annual cash incentive compensation awards to our senior executives are made under an annual cash incentive sub-plan (the Annual Incentive Plan) that is part of the Incentive Plan. Annual cash incentive awards under the Annual Incentive Plan are intended to qualify as performance-based compensation as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). For 2012, Mr. Flynn had a target bonus opportunity of 100% and a maximum bonus opportunity of 200% of base salary. For 2012, Messrs. Dietrich and Steen had a target bonus opportunity of 85% of annual base salary, with a maximum bonus opportunity of 170%. Target bonus and maximum bonus opportunities under the Annual Incentive Plan for 2012 for Messrs. Kokas and Schwartz were 75% and 150%, respectively. To achieve annual incentive payments under the Annual Incentive Plan, a threshold level of Company financial performance of adjusted pretax earnings must be achieved. In calculating adjusted pre-tax earnings, a number of amounts such as any gain or loss resulting from changes in accounting principles, results from discontinued operations, any extraordinary item as defined

by GAAP, and certain other operating and non-operating expenses, are not taken into account, except to the extent that amounts related thereto have been included in the target support for the Company's operating plan as approved by the Board of Directors. We make these adjustments to account for factors that we believe are not within the control of management, are not representative of our management team's performance under the operating plan and to promote incentives for management to make decisions that focus on the creation of long-term value. If the Company achieves its threshold pretax earnings goal, participants become eligible to receive up to the maximum award amount, 200% of target. However, a participant's maximum award amount may be subject to downward adjustment based in part on the extent to which the Company achieves the pretax financial goal described above, and in part on such other factors as the Committee may determine. Downward adjustments, if any, lie in the discretion of the Committee but the Committee generally adjusts for the factors established for the particular performance period. See, *Determination of 2012 Compensation - Performance-Based Incentive Compensation*.

#### *Long-Term Equity Incentive Compensation*

We believe that long-term incentive opportunity should be an important element of total compensation for our senior executives. Long-term incentives are intended to assist in retaining and motivating executives and to encourage a strong link between management objectives and stockholder long-term interests. We also believe that a significant portion of our senior executives' total compensation should be equity based, providing a strong linkage between the senior executive's compensation and the return to stockholders.

Under our Incentive Plan, the Compensation Committee may grant participants shares of common stock, restricted stock, share units, stock options, stock appreciation rights, performance units and/or performance bonuses. In granting these awards, the Compensation Committee may establish any conditions or restrictions, consistent with the Incentive Plan, it deems appropriate. The Committee elected to use a blend of service or time-vested restricted stock units and performance share units for long-term incentive plan purposes for 2012.

Time-vested restricted stock units are paid in AAWW common shares over a four-year vesting period. Performance-based restricted shares and units vest if and only if the Company achieves, over a three-year period, preset financial targets measured against a designated group of companies referred to as our PSU peer companies. Each year, the Committee establishes the performance metrics and peer companies for the following three-year award period. The rewards for achieving results under these overlapping periods can vary for each three-year period and for each participating senior executive.

As noted above, we measure our operating performance for purposes of determining payout amounts on our long-term incentive performance share or unit awards against a PSU peer group of various companies. This peer group, initially formulated by management based on criteria developed with the Compensation Committee, was reviewed by Towers Watson and was then reviewed and approved by the Compensation Committee. For awards granted in 2012 covering the 2012-2014 performance period, the peer group consisted of the following 20 companies whose primary lines of business were in the transportation, logistics and outsourced transportation service industries: Aercap Holdings, Aircastle Limited, Air Transport Services Group, Alexander & Baldwin, Inc., Bristow Group, CSX Corporation, Delta Airlines, GATX, Genesee & Wyoming, Horizon Lines, J.B. Hunt, JetBlue, Kansas City Southern, Norfolk Southern, RailAmerica, Ryder Systems, Inc., SkyWest Airlines, Southwest Airlines, TAL Corporation and Tidewater Inc. The list of peer companies, which is reviewed and revised from time to time to reflect fundamental corporate transactions such as merger activity, is also designed to include companies whose primary businesses are similarly impacted by the performance metrics used for our performance share and unit awards (for the 2012 grant, average growth of earnings before taxes and return on invested capital as described in detail below). Size of revenues is not as important for this purpose as nature of business since we are comparing these companies to measure relative operating performance as opposed to benchmarking compensation levels. See

*Determination of 2012 Compensation - Long-Term Equity Incentive Compensation* for further information regarding equity awards made in fiscal 2012.

### *Other Elements of Compensation*

We provide our senior executives with common benefits, such as health insurance (including certain retiree health benefits), severance benefits commensurate with position, financial counseling, annual physical examination, 401(k) plan participation and a supplemental executive retirement program. The Compensation Committee believes that perquisites should be limited and not broad-based. For certain senior executives, new hires, retirees, and senior executives requested to relocate, we may provide housing relocation expenses. No such relocation benefits were provided in 2012. Details concerning these perquisites can be found in the footnotes to the Summary Compensation Table for Fiscal 2012 below.

In 2011, the Company adopted a supplemental executive retirement plan for employees holding the title of Senior Vice President or higher. This plan is a nonqualified deferred compensation plan intended to make eligible employees whole for compensation limits imposed under our 401(k) plan. Under the supplemental executive retirement plan, a participant is eligible to make elective deferrals and to receive employer credits equal to 5% of eligible compensation in excess of the limits described in Sections 401(a)(17) and 402(g) of the Code. Employer credits are subject to a vesting requirement during the first three years of eligibility for the plan. Deferrals and employer credits are credited with notional earnings equal to the prime interest rate until distributed on the earliest of (i) the participant becoming disabled, (ii) the participant's separation from service (including death), or (iii) a change in control of the Company.

Our Compensation Committee may also grant certain sign-on payments in connection with the commencement of employment, which generally reflect remuneration for any compensation or benefits forfeited by the commencing employee upon leaving his or her previous employment. No such sign-on payments were made to any of our senior executives in 2012.

### **Determination of 2012 Compensation**

In 2012, we reviewed total cash and long-term incentive compensation for our senior executives against survey data for companies in the Towers Watson aerospace/defense, automobile and transportation industries database. This nationwide database includes approximately 30 companies that have a range of revenues. Although some of these companies may have substantially more revenue than the Company, the data is regressed to be consistent with the Company's actual revenues. We selected this survey data base because it contains a broad selection of companies with businesses, complexity and global scale similar to our own. A significant portion of our revenues is derived from companies based outside of the United States. In 2012, we operated more than 22,700 flights, serving over 360 destinations in more than 110 countries). Given the global nature of our business, it is critical to recruit and retain executives with a breadth of experience in global markets. We believe that this database also provides a measure of compensation in the market in which we compete for executive talent and allows us to maintain a lean senior executive team. Reference is made to Exhibit A attached hereto for a list of the various companies comprising this Towers Watson aerospace/defense, automobile and transportation industries database.

In considering salary and incentive compensation opportunities for our executives, the Committee considered the fact that base salaries for the senior executive team had not been increased for two years and that long-term incentive opportunities had not been increased for four years, other than increases associated with promotions and for Mr. Schwartz who received a modest salary increase in 2011. The Committee also considered the increasing competition for executive talent in the transportation, aerospace and defense industries. Based on the survey data provided to us by Towers Watson in 2012 and the benchmarking philosophy of the Committee, the Committee made the changes described below to base salary and long-term incentive compensation opportunity in 2012.

### *Base Salary*

As described above, base salary is designed to compensate senior executives for their responsibility, experience, sustained performance and contribution to our success. The Compensation Committee reviews the level of base salaries periodically, and, as discussed above, in 2012 determined to raise the base salaries for each of our Named Executive Officers. Base salaries for each of Mr. Flynn, Dietrich and Kokas were increased by 15%, for Mr. Steen by 10%, and for Mr. Schwartz by 6.25%. See the Summary Compensation Table for Fiscal 2012 below.

### *Performance-Based Annual Incentive Compensation*

As described above, a significant portion of our senior executives' compensation is based upon the Company's financial and operating performance to align senior executive compensation with our goals for corporate financial and operating performance and to encourage a high level of individual performance. Based on directions from the Compensation Committee and on the business plan reviewed by the Board, management and Towers Watson recommended an annual incentive plan for 2012 based on achievement of our pretax profit (50% weighting), service reliability (10% weighting, 20% for Mr. Dietrich given his operations responsibility) and individual management business objectives (40% weighting, 30% for Mr. Dietrich). As noted above, the individual management business objective will be weighed at 30% for all plan participants beginning in 2013. To be eligible to receive any bonus under the annual incentive plan in 2012, the Company had to achieve an adjusted pretax income level of at least \$204 million (an increase of \$44 million from 2011). As previously indicated, this financial performance metric was changed to one based on earnings per common share beginning in 2013.

Individual management business objectives for the Named Executive Officers are reviewed with and approved by the Compensation Committee at the beginning of each year. For 2012, Mr. Flynn's individual management business objectives related to a number of aspects of the Company's strategic and operating plan. Mr. Dietrich's individual management business objectives were focused primarily on the introduction and on-boarding of 747-8F aircraft into the Company's fleet, execution and expansion of passenger operations, labor matters and strategy, executing the start-up of 767-200 cargo service for DHL, and continuous improvement of Company operating processes. For Mr. Steen, his individual management business objectives focused primarily on developing and refining our aircraft placement strategy, expanding our customer base, enhancing existing customer relationships, diversifying our business portfolio and developing our commercial charter business. As General Counsel and head of our Human Resources function, Mr. Kokas' individual management business objectives were chiefly to provide legal and human resources advice to support certain long- and short-term business objectives of the Company, including aircraft placement strategy, particularly as our 747-8F aircraft are introduced into the Company's fleet, business diversification, compliance, staffing and labor relations matters. Mr. Schwartz's individual management business objectives related principally to various financial objectives, successfully financing the B747-8Fs, enhancing stakeholder value, supporting the on-boarding and financing of new aircraft, advancing business resiliency, and improving process efficiencies and effectiveness.

Payments made to the Named Executive Officers for 2012 were determined as follows. The adjusted pretax earnings threshold was established by the Committee for 2012 in December 2011 at \$204 million (up from \$160 million for 2011). If the adjusted pretax profits goal is achieved, our senior executives are entitled to an award equal to 200% of target, subject to downward adjustment in the discretion of the Committee based in part on the extent to which the Company achieves the pretax financial goal described above, and in part on such other factors as the Committee may determine. Downward adjustments lie in the discretion of the Committee but the Committee generally adjusts for factors established for the particular performance period. For 2012, those factors included the level of achievement of adjusted pretax earnings, service reliability measures and individual business objectives.

Performance for the fiscal year on the pretax and service reliability measures was compared to the performance range for each of those measures established by the Committee at the beginning of the fiscal year. Achievement of each of the actual pretax profit measure and the service reliability measure was multiplied by the weight described below, together with the weighted achievement of individual management business objectives, and the three weighted multiples were added to arrive at an aggregate bonus amount. Targets are set under our annual incentive plan at aggressive levels each year to motivate high business performance. These targets, individually or collectively, are designed to be challenging to attain.

One of the performance factors used to determine any downward adjustment in the 2012 annual cash bonuses was our adjusted pretax profits, with a performance range from the threshold amount of \$204 million (increased from \$160 million in 2011), \$240 million for the target amount (increased from \$190 million in 2011) and \$252 million (increased from \$200 million in 2011), representing maximum achievement. The adjusted pretax earnings amount was weighted on a 50% basis. For 2012, our adjusted pretax profits performance for cash bonus calculation purposes was \$212 million. For 2012, pre-tax earnings were \$205 million before required adjustments under the Annual Incentive Plan, consisting of gain on sale of aircraft, fleet retirements of our B747-200F aircraft, unbudgeted start-up costs for the passenger business, costs related to a collective bargaining grievance, loss on early extinguishment of debt, certain tax and strategic planning expenses, costs related to a JFK airport warehouse location change, costs related to Board equity grants and healthcare coverage, recruitment and retention expense, and fees of outside advisors for certain activities. This resulted in adjusted pretax earnings of \$212 and an 80.1% financial performance factor that was weighted on a 50% basis. In addition to pretax profits, the second performance metric that was employed to determine 2012 annual cash bonus payments was our service reliability for our main business segments, which was weighted on a 10% basis (20% for Mr. Dietrich). With respect to service reliability, we set our target levels to meet or exceed our customers' anticipated expectations and to exceed our contractual requirements. In 2012, we exceeded our service reliability target levels (achieved at a rate equal to 96.8% of maximum performance), resulting in a 193.6% performance factor attributable to this performance metric. In addition, all of our Named Executive Officers met or exceeded the maximum achievement on their individual business objectives (the third performance metric), resulting in a 200% performance factor, or double the targeted amount. This metric was weighted at 40% (30% for Mr. Dietrich). Actual bonus amounts paid to Messrs. Flynn, Dietrich, Steen, Kokas and Schwartz under the 2007 Plan are included in the Summary Compensation Table for Fiscal 2012 under Non-Equity Incentive Plan Compensation. Demonstrating the challenging nature of our annual cash bonus performance metrics, notwithstanding the Company's strong financial performance in 2012, the actual bonus amounts paid to these Named Executive Officers was at 69.5% of the maximum payout rate.

### **Long-Term Equity Incentive Compensation**

During 2012, the Compensation Committee made long-term equity incentive grants for fiscal 2012 to our Named Executive Officers pursuant to the 2007 Incentive Plan described above. This resulted in the award of time-based restricted stock units and performance share unit awards for fiscal 2012 as set forth in the Grants of Plan Based Awards table. As discussed above, the Committee elected to increase performance award opportunity levels from those employed in 2011. Long-term performance award opportunities were increased for Mr. Flynn by approximately 28%, for Messrs. Dietrich and Steen by approximately 41%, and for Messrs. Kokas and Schwartz by approximately 55%. A long-term incentive multiple as a percentage of base salary was then applied to average base salary for participants at each executive level and translated into an aggregate award based on the AAWW closing common stock price on the grant date. For 2012, the Committee determined that 50% of such award would continue to be in the form of time vested restricted stock units and 50% in the form of performance share units (at target).

For the three-year performance period (covering fiscal 2012 - 2014), the Committee determined that the performance-based awards would continue to be based upon (i) average growth in earnings before taxes (EBT), and (ii) return on invested capital (cumulative net income divided by average capital) (ROIC), both as measured against a select group of transportation-related companies. In view of the fact that the Company's

strategic plan involves a significant investment program in its aircraft fleet over the 2012 - 2014 period that results in a lag between investment (capital) in assets and revenue production from the assets deployed with that investment, the ROIC metric calculation excludes capital invested until the related assets are placed in service and earning a return for the Company. At the end of the three-year period, the awards vest based on a performance matrix ranging from no vesting if the Company's performance is in the bottom quartile of both EBT and ROIC metrics to 200% vesting if performance on both metrics is in the top quartile. Target vesting (100% of the award) is achieved if the Company's performance is in the 45th-55th percentile of each metric. Payouts of performance awards are *not* based on absolute EBT and ROIC targets but are based on comparative achievement against EBT and ROIC of the above-referenced companies.

In the first quarter of 2013, the Committee reviewed AAWW's performance over the three-year performance period ended December 31, 2012 for grants made in 2010. Based on that review, the Committee determined that AAWW's performance relative to the comparator companies placed it within the 56<sup>th</sup>-75<sup>th</sup> percentile for EBT Growth and the top quartile for ROIC, resulting in anticipated stock payouts at the 175% level as shown in the matrix appearing below.

		Performance Relative to Matrix Companies: ROIC							
		Bottom	26th	44th	45th	55th	56th	75th	Top
		Quartile	Percentile		Percentile		Percentile		Quartile
<b>Performance</b>	Top Quartile	100%	135%		150%		175%		200%
<b>Relative to</b>	56th 75th Percentile	75%	100%		135%		150%		175%
<b>Matrix</b>	45th 55th Percentile	50%	75%		100%		135%		150%
<b>Companies:</b>	26th 44th Percentile	0%	50%		75%		100%		135%
<b>EBT Growth</b>	Bottom Quartile	0%	0%		50%		75%		100%

*Policies Regarding Executive Stock Ownership*

In support of the Board philosophy that performance and equity incentives provide the best incentives for management and promote increases in stockholder value, the Board adopted Stock Ownership Guidelines (the "Guidelines") covering all Board members and officer level executives, including the Chief Executive Officer, Chief Operating Officer, Chief Commercial Officer, Senior Vice Presidents and Vice Presidents. The Guidelines strongly encourage executives to achieve certain levels of share ownership over a five-year period based on the lesser of a percentage of annual base salary or a fixed number of shares. The target ownership requirements for the Board Members and the Named Executive Officers are set forth in the table below.

Title	Required Level of Achievement
Nonemployee Directors (seven persons)	Lesser of four times annual retainer and fees or 5,000 shares
CEO	Lesser of four times base salary or 50,000 shares
Executive Vice Presidents	Lesser of three times base salary or 20,000 shares
Senior Vice Presidents	Lesser of two times base salary or 12,000 shares

All of our Board Members and Named Executive Officers are in full compliance with the requisite Common Stock ownership levels set forth in the Guidelines. Mr. McNabb was elected a Director on July 23, 2012 and has five years from that date to achieve full compliance status.

*Tax Considerations*

Section 162(m) of the Code limits the deductibility of compensation in excess of \$1 million paid to the Company's Chief Executive Officer and to each of the other three highest-paid executive officers (other than the

Chief Financial Officer). There is, however, an exception to this limit on deductibility for compensation that satisfies certain conditions for qualified performance-based compensation set forth under Section 162(m). The Company intended to implement compensation arrangements that qualify as tax-deductible performance-based compensation under the 2007 Plan; provided, however, that such intended implementation should not be viewed as a guaranty that the Company will be able to deduct all such compensation. The Compensation Committee reserves the right in its discretion to make payments or grant awards that do not qualify for tax deductibility under Section 162(m).

#### *Equity Grant Practices*

The Compensation Committee generally grants equity awards in February of each year. The Committee does not have any programs, plans or practices of timing these awards in coordination with the release of material nonpublic information. We have never backdated, re-priced or spring-loaded any of our equity awards.

#### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section with senior management. Based on this review, the Compensation Committee recommends to the Board of Directors that the Compensation Discussion and Analysis section be included in this proxy statement.

THE COMPENSATION COMMITTEE

Frederick McCorkle, Chairman

Eugene I. Davis

Carol B. Hallett

#### **Compensation Committee Interlocks and Insider Participation**

No member of our Compensation Committee serves as a member of the board of directors or the compensation committee of any entity that has one or more of our executive officers serving as members of the Board or Compensation Committee.

**Compensation of Named Executive Officers**

*Summary Compensation Table for Fiscal 2012*

The following table provides information concerning compensation for our Named Executive Officers during fiscal year 2012:

Name and Principal Position	Year	Salary		Stock		Non-Equity Incentive		Total
		(c)	(d)	(e)	(f)	(g)	(i)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)	(j)
<b>William J. Flynn</b> <b>President and Chief</b> <b>Executive Officer</b>	2012	978,788		4,305,096		1,364,424	257,818	6,906,126
	2011	900,035		3,489,175		1,789,869	176,635	6,355,714
<b>John W. Dietrich</b> <b>Chief Operating</b> <b>Officer</b>	2010	862,533		3,276,059		1,725,000	45,735	5,909,327
	2012	622,211		2,040,602		746,007	137,363	3,546,183
	2011	550,021		1,353,107		923,475	112,675	2,939,277
<b>Spencer Schwartz</b> <b>Chief Financial Officer</b>	2010	535,021		1,331,022		909,500	40,761	2,816,303
	2012	421,891		1,300,253		444,353	78,886	2,245,384
	2011	385,432		848,444		596,623	79,626	1,910,125
<b>Michael T. Steen</b> <b>Chief Commercial</b> <b>Officer</b>	2010	304,178		1,004,659		400,000	25,595	1,734,433
	2012	543,771		2,040,602		651,717	106,146	3,342,236
	2011	500,019		1,353,107		845,216	96,211	2,794,552
<b>Adam R. Kokas</b> <b>General Counsel and</b> <b>Chief Human Resources Officer</b>	2010	416,891		819,035		633,646	52,820	1,922,392
	2012	480,800		1,300,253		511,006	100,205	2,392,264
	2011	425,016		848,444		633,912	85,182	1,992,553
	2010	408,766		819,035		613,125	38,309	1,879,235

*Summary Compensation Table Notes*

*Column (a) Named Executive Officers*

The Named Executive Officers include the chief executive officer, the chief financial officer, and the three other most highly compensated executive officers who were serving as executive officers at December 31, 2012. Mr. Steen was named Executive Vice President and Chief Commercial Officer in November 2010. Mr. Schwartz was named Senior Vice President and Chief Financial Officer in June 2010. Mr. Kokas was named Senior Vice President, General Counsel and Secretary in October 2006. He was named Chief Human Resources Officer in November 2007. Mr. Dietrich became Executive Vice President and Chief Operating Officer in September 2006.

*Column (d) Bonus*

There were no discretionary bonuses paid to the Named Executive Officers in 2012.

*Columns (e) and (f) Stock Awards and Stock Options*

Stock awards for 2012 reflect amounts covering grants of (i) time-based restricted stock units and (ii) performance share units (awarded at target) for the three-year performance period ending December 31, 2014. Performance share units are paid out at a rate ranging from 0% to 200%, depending on AAWW's performance relative to a group of peer companies over a three-year performance period. Assuming that the performance share units are paid out at the maximum level, the aggregate dollar amounts of stock awards for 2012 (based on the closing price of our Common Stock on the date of grant) would be \$6,457,644 for Mr. Flynn, \$3,060,904 for Mr. Dietrich, \$1,950,380 for Mr. Schwartz, \$3,060,904 for Mr. Steen and \$1,950,380 for Mr. Kokas. There were no stock options granted in 2012.



*Column (g) Non-Equity Incentive Plan Compensation*

Reflects cash payments made under the Annual Incentive Compensation Plan.

*Column (i) All Other Compensation*

All Other Compensation includes Company matching contributions under our 401(k) plan. For 2012, these amounts totaled \$11,250 for Mr. Flynn and \$8,500 for each of the other Named Executive Officers.

We provide a limited number of perquisites and other personal benefits to our senior executive officers. We believe these benefits are reasonable, competitive and consistent with our overall executive compensation program and with comparable programs maintained by the companies with which we compete for executive talent. The costs of these benefits constitute only a small percentage of each Named Executive Officer's total compensation. For 2012, these personal benefits included financial counseling fees and certain travel-related expenses. Reimbursement of taxes owed for these benefits for 2012 totaled \$20,145 for Mr. Flynn, \$13,104 for Mr. Dietrich, \$13,279 for Mr. Schwartz, \$13,483 for Mr. Steen and \$13,410 for Mr. Kokas. These amounts are included in the All Other Compensation column.

The Company has adopted a 401(k) Restoration and Voluntary Deferral Plan (SERP) for employees holding the title of Senior Vice President or higher. The SERP is a nonqualified deferred compensation plan intended to make eligible employees whole for compensation limits imposed under our 401(k) plan. Under the SERP, a participant is eligible to make elective deferrals and receive an employer contribution equal to 5% of eligible compensation in excess of the limit described in Section 401(a)(17) of the Code. Employer contributions are subject to a vesting requirement during the first three years of eligibility for the SERP. Deferrals and employer contributions are credited with notional earnings equal to the prime interest rate until distributed on the earliest of (i) the participant becoming disabled, (ii) the participant's separation from service, or (iii) a change in control of the Company. The amount of employer contributions made under the SERP to each of our Named Executive Officers during 2012 totaled \$199,823 for Mr. Flynn, \$96,789 for Mr. Dietrich, \$37,500 for Mr. Schwartz, \$64,675 for Mr. Steen, and \$59,027 for Mr. Kokas. These amounts are included in the All Other Compensation column. See *Nonqualified Deferred Compensation* below for additional information about the SERP.

The All Other Compensation column also includes *de minimis* amounts for group term life insurance and long-term disability insurance.

Grants of Plan-Based Awards during Fiscal 2012

The grants in the following table were made pursuant to (i) our Incentive Plan and related award agreements and (ii) our Annual Incentive Plan, all of which are described in more detail in the section headed "Compensation Discussion and Analysis" above.

Name	Estimated Future Payouts Under Non-Equity Incentive Plan Awards				Estimated Future Payouts Under Equity Incentive Plan Awards				All Other Stock Awards: Number of Shares of Stock or Units (3)(#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$) (k)	Grant Date Fair Value of Stock and Option Awards (\$) (l)
	Grant Date	Threshold (\$)	(1)		Threshold (\$)	(2)						
			Target (\$)	Maximum (\$)		Target (\$)	Maximum (\$)					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)				
William J. Flynn												
AIP		675,000	900,000	1,800,000								
LTIP	2/14/12					32,760	65,520					1,653,070
LTIP	6/1/12					11,808	23,616					499,478
Stock Awards	2/14/12							32,760				1,653,070
Stock Awards	6/1/12							11,808				499,478
John W. Dietrich												
AIP		403,219	537,625	1,075,250								
LTIP	2/14/12					20,220	40,440					1,020,301
Stock Awards	2/14/12							20,220				1,020,301
Spencer Schwartz												
AIP		239,063	318,750	637,500								
LTIP	2/14/12					12,884	25,768					650,127
Stock Awards	2/14/12							12,884				650,127
Michael T. Steen												
AIP		350,625	467,500	935,000								
LTIP	2/14/12					20,220	40,440					1,020,301
Stock Awards	2/14/12							20,220				1,020,301
Adam R. Kokas												
AIP		274,922	366,563	733,125								
LTIP	2/14/12					12,884	25,768					650,127
Stock Awards	2/14/12							12,884				650,127

(1) Represents estimated cash payouts under the Annual Incentive Plan.

(2) Represents the grant (under the Incentive Plan) of performance-based stock awards that vest only if certain pre-established performance criteria for the period beginning on January 1, 2012 and ending December 31, 2014 are achieved.

(3) Represents award of time-based restricted stock units that vest ratably over a four-year period.

(4) The fair value of the restricted stock units and performance share units shown in the table is based on the closing market price of our Common Stock as of the date of the award.

Outstanding Equity Awards at Fiscal Year-End 2012

The table below shows outstanding equity awards for our Named Executive Officers as of December 31, 2012. Market values reflect the closing price of our common stock on the NASDAQ Global Market on December 31, 2012, which was \$44.32 per share.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options Exercisable</u> (#)	<u>Number of Securities Underlying Unexercised Options Unexercisable</u> (#)	<u>Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options</u> (#)	<u>Option Exercise Price</u> (\$)	<u>Option Expiration Date</u>	<u>Number of Shares or Units of Stock That Have Not Vested</u> (#)	<u>Market Value of Shares or Units of Stock That Have Not Vested</u> (\$)	<u>Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested</u> (#)	<u>Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested</u> (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
William J. Flynn	30,200(1)			58.34	6/22/16	20,374(6)	902,976	40,747(7)	1,805,907
	16,827(2)			50.00	6/22/16	22,750(5)	1,008,280	30,905(11)	1,369,710
						23,179(10)	1,027,293		
						32,760(12)	1,451,923	32,760(13)	1,451,923
						11,808(14)	523,331	11,808(15)	523,331
John W. Dietrich						8,278(6)	366,881	16,555(7)	733,718
						9,875(5)	437,660	11,985(11)	531,175
						8,989(10)	398,392		
						20,220(12)	896,150	20,220(13)	896,150
Spencer Schwartz						3,617(8)	160,305	7,234(9)	320,611
						1,477(6)	65,461	2,953(7)	130,877
						1,975(5)	87,532	7,515(11)	333,065
						5,637(10)	249,832		
						12,884(12)	571,019	12,884(13)	571,019
Michael T. Steen						5,094(6)	225,766	10,187(7)	451,488
						5,250(5)	232,680	11,985(11)	531,175
						8,989(10)	398,392		
						20,220(12)	896,150	20,220(13)	896,150
Adam R. Kokas	6,646(4)			45.14	10/9/16	5,094(6)	225,766	10,187(7)	451,488
	2,600(3)			49.17	2/9/14	5,250(5)	232,680	7,515(11)	333,065
						5,637(10)	249,832		
						12,884(12)	571,019	12,884(13)	571,019

(1) Stock options granted on June 22, 2006, which are now fully vested.

(2) Stock options granted on May 23, 2007, which are now fully vested.

(3) Stock options granted on February 9, 2007, which are now fully vested.

(4) Stock options granted on October 9, 2006, which are now fully vested.

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- (5) Restricted share units awarded on February 20, 2009 vest 25% ratably on each of February 20, 2010, 2011, 2012 and 2013, with full vesting upon a change in control of the Company.
  
- (6) Restricted shares awarded on February 17, 2010 vest 25% ratably on each of February 17, 2011, 2012, 2013 and 2014, with full vesting upon a change in control of the Company.
  
- (7) Performance shares awarded on February 17, 2010 vest on attainment of certain pre-established performance criteria during the three-year performance period ended December 31, 2012.
  
- (8) Restricted shares awarded on June 18, 2010 vest 25% ratably on each of June 18, 2011, 2012, 2013 and 2014, with full vesting upon a change in control of the Company.

- (9) Performance shares awarded on June 18, 2010 vest on attainment of certain pre-established performance criteria during the three-year performance period ended December 31, 2012.
- (10) Restricted share units awarded on February 11, 2011 vest 25% ratably on each of February 11, 2012, 2013, 2014 and 2015, with full vesting upon a change in control of the Company.
- (11) Performance share units awarded on February 11, 2011 vest on attainment of certain pre-established performance criteria during the three-year performance period ended December 31, 2013.
- (12) Restricted share units awarded on February 14, 2012 vest 25% ratably on each of February 11, 2013, 2014, 2015 and 2016, with full vesting upon a change in control of the Company.
- (13) Performance share units awarded on February 14, 2012 vest on attainment of certain pre-established performance criteria during the three-year performance period ended December 31, 2014.
- (14) Restricted share units awarded on June 1, 2012 vest 25% ratably on each of June 1, 2013, 2014, 2015 and 2016, with full vesting upon a change in control of the Company.
- (15) Performance share units awarded on June 1, 2012 vest on attainment of certain pre-established performance criteria during the three-year performance period ended December 31, 2014.

*Option Exercises and Stock Vested during Fiscal 2012*

The following table provides information relating to stock option activity, as well as stock vesting during fiscal 2012, for each of our Named Executive Officers:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired On Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
(a)	(b)(#)	(c)(\$)	(d)(#)	(e)(\$)
William J. Flynn			40,663	1,890,010
John W. Dietrich			17,010	789,292
Spencer Schwartz			6,400	296,473
Michael T. Steen			10,793	506,565
Adam R. Kokas			9,675	449,983

*Nonqualified Deferred Compensation*

As indicated above, the Company maintains the SERP for employees holding the title of Senior Vice President or higher to make eligible employees whole for compensation limits imposed under our 401(k) plan. Under the SERP, a participant is eligible to make elective deferrals and to receive an employer credit equal to 5% of eligible compensation in excess of the limits described in Sections 401(a)(17) and 402(g) of the Code. Employer credits are subject to a vesting requirement during the first three years of eligibility for the plan. Deferrals and employer credits are credited with notional earnings equal to the prime interest rate until distributed on the earliest of (i) the participant becoming disabled, (ii) the participant's separation from service (including death), or (iii) a change in control of the Company.

The table below sets forth the amount of employer contributions made under the SERP to each of our Named Executive Officers during 2012. Each Executive Officer is 100% vested in his aggregate account balance, except for Mr. Schwartz who becomes fully vested in June 2013.

Name (a)	Executive Contributions in Last Fiscal Year (b)(\$)	Registrant Contributions in Last Fiscal Year (c)(\$) (1)	Aggregate Earnings in Last Fiscal Year (d)(\$)	Aggregate Withdrawals/Distributions (e)(\$)	Aggregate Balance at Last Fiscal Year End (f)(\$) (2)
William J. Flynn		199,823	3,955		325,467
John W. Dietrich		96,789	2,063		162,324
Spencer Schwartz		37,900	1,239		77,265
Michael T. Steen		64,675	1,804		121,983
Adam R. Kokas		59,027	1,401		103,527

(1) The amounts reported in this column for each named Executive Officer are reflected as compensation to such named Executive Officer in the Summary Compensation Table.

(2) None of the amounts reported in this column for each named Executive Officer have been reflected as compensation to such named Executive Officer in the Summary Compensation Table.

#### Employment Agreements

*William J. Flynn.* Mr. Flynn's employment agreement was entered into on April 21, 2006 and became effective on June 22, 2006. It was initially amended at year-end 2008 and further amended in 2011. Pursuant to Mr. Flynn's employment agreement, he receives a base annual salary at a rate that is reviewed at least annually and adjusted from time to time by our Compensation Committee.

If Mr. Flynn is terminated by the Company for cause, or if he resigns, he is entitled to receive salary earned up to date of termination or resignation. If Mr. Flynn is terminated by the Company without cause, or if he resigns for good reason (as defined in the agreement and discussed in the section headed "Payments Upon a Change of Control and Termination of Employment" below), he is entitled to (i) an amount equal to two times his then-current annual base salary (one-third of which is payable on the first day of the seventh month following termination of employment (the "Lump-Sum Payment Date"), with the balance payable in accordance with Atlas' normal pay schedule beginning on the Lump-Sum Payment Date and continuing for one year thereafter); (ii) accrued but unused vacation pay; (iii) all vested rights and benefits pursuant to other Company plans and programs; (iv) health and welfare benefits coverage for 12 months (provided that such coverage will cease if Mr. Flynn receives comparable coverage from subsequent employment); and (v) a cash payment under our Annual Incentive Plan equal to the lesser of (a) the amount he would have received if he had been employed by AAAWW on the last day of such year (assuming for such purpose that 50% of any individual bonus objectives had been achieved) or (b) his target bonus percentage. Substantially equivalent compensation and benefits are payable in the event of Mr. Flynn's permanent disability (as defined) or his death. If, within 12 months immediately following a change of control (as defined in the agreement and discussed in the section headed "Payments Upon a Change of Control and Termination of Employment" below), Mr. Flynn's employment is terminated not for cause or if he resigns for good reason, Mr. Flynn is entitled to the same compensation and benefits as described above, except that the amount of the payment to which he would be entitled would be increased from two to three times his then-current annual base salary (one-fourth of which is payable on the Lump-Sum Payment Date, with the balance payable in accordance with Atlas' normal pay schedule beginning on the Lump-Sum Payment Date and continuing for 18 months thereafter). Moreover, if, within six months following termination of employment by AAAWW for reasons other than cause or by Mr. Flynn for good reason, a change of control occurs, then, in addition to the payment described above, Mr. Flynn would be entitled to an additional amount equal to 12 months of his then current monthly base salary.

Under the terms of his employment agreement, Mr. Flynn is prevented from soliciting or interfering with any of our contracts, client relationships, independent contractors, suppliers, customers, employees or directors for a period of two years following termination of his employment with us. Additionally, for a period of one year following termination of his employment, Mr. Flynn may not accept employment with, or give advice to, any air cargo carrier carrying on a business substantially similar to Atlas.

*John W. Dietrich.* Mr. Dietrich's employment agreement was amended and restated effective September 15, 2006 and was further amended at year-end 2008 and in 2011. Pursuant to Mr. Dietrich's employment agreement, he receives an annual base salary at a rate that is reviewed and adjusted from time to time by our Compensation Committee. Under the agreement, if Mr. Dietrich is terminated by the Company, or if he resigns, he is entitled to receive salary earned up to the date of termination or resignation. If Mr. Dietrich's employment is terminated without cause, or if Mr. Dietrich resigns for good reason (as defined in his agreement), he is entitled to an amount equal to two times his then current annual base salary, payable in a single lump sum on the Lump-Sum Payment Date, which amount increases to three times his then current annual base salary if his employment is terminated or he resigns for good reason within 12 months immediately following a change of control. Substantially equivalent compensation and benefits are payable in the event of Mr. Dietrich's permanent disability (as defined) or his death. Mr. Dietrich would also be entitled to (i) any accrued but unused vacation pay; (ii) all vested rights and benefits pursuant to our Company plans and programs; (iii) relocation benefits back to the Chicago, IL area; (iv) health and welfare benefits coverage for 12 months (provided such coverage will cease if Mr. Dietrich receives comparable coverage from subsequent employment); and (v) a cash payment under our Annual Incentive Plan equal to the lesser of (a) the amount he would have received if he had been employed by AAWW on the last day of such year (assuming for such purpose that 50% of any individual bonus objectives had been achieved) or (b) his target bonus percentage. Moreover, if, within six months following termination of employment by AAWW for reasons other than cause or by Mr. Dietrich for good reason, a change of control occurs, then, in addition to the payment described above, Mr. Dietrich would be entitled to an additional amount equal to 12 months of his then current monthly base salary.

Mr. Dietrich's employment agreement also provides that he will not, for a period of one year following the termination of his employment with us, solicit or interfere with any of our contracts, client relationships, independent contractors, suppliers, customers, employees or directors. Additionally, for a period of one year following termination of his employment, Mr. Dietrich may not accept employment in a non-attorney capacity with, or give non-legal advice to, certain of our major competitors.

#### **Potential Payments Upon Termination or Change of Control**

We have several plans that govern payments to our Named Executive Officers in the event of a change of control of the Company, a change in the Named Executive Officer's responsibilities, or a termination of any Named Executive Officer. Each of our Annual Incentive Plans for Senior Executives, the 2007 Incentive Plan (as amended), the 2004 Long-Term Incentive and Share Award Plan (the 2004 LTIP) (or the related equity agreements) and long-term incentive plans and awards includes provisions regarding payments to the Named Executive Officers upon termination of employment or a change of control of the Company. In addition, as detailed above, we have entered into employment agreements with Mr. Flynn and Mr. Dietrich that contain provisions regarding such payments. These employment agreements are summarized in the section headed Employment Agreements appearing above. Lastly, our Benefits Program for Executive Vice Presidents and Senior Vice Presidents (the Benefits Program) includes provisions for payments upon termination of employment or a change in control to the extent these items are not covered by an employment agreement or otherwise.

#### *Payments Upon Termination of Employment*

Mr. Steen, Mr. Kokas and Mr. Schwartz participate in the Benefits Program pursuant to which they are entitled to accrued but unpaid base salary as of the date of termination in the event of a termination of

employment for cause (as defined) or resignation. Payments due to Mr. Flynn and Mr. Dietrich upon termination by the Company, other than for cause or upon resignation for good reason, are described under the section headed *Employment Agreements* above. If Mr. Steen, Mr. Kokas or Mr. Schwartz is terminated by the Company without cause (as defined) or if either resigns for good reason (as defined), he will be entitled to (i) 24 months base salary in the case of Mr. Steen and 18 months base salary in the case of Messrs. Kokas and Schwartz (payable in accordance with the Company's normal pay schedule) and (ii) health and welfare benefits coverage for 12 months (provided that such coverage will cease if comparable coverage is obtained as a result of subsequent employment) under the Benefits Program. In addition, the affected executive would also be entitled to receive a cash payment under our Annual Incentive Plan equal to the lesser of (a) the amount he would have received if he had been employed by AAWW on the last day of such year (assuming for such purpose that 50% of any individual business objectives had been achieved) or (b) his target bonus percentage.

Performance share unit awards granted under the 2007 Plan provide that, in the event of a termination of employment by the Company for a reason other than cause during the three-year performance period of the awards, a pro rata portion of the award will vest although the shares will not be paid until the completion of the performance period and will be based on actual performance for the three-year performance period.

#### *Payments Upon Death or Disability*

Benefits payable in the event of Mr. Flynn's or Mr. Dietrich's permanent disability (as defined) or death are described under *Employment and Other Agreements* above. Benefits payable in the event of Mr. Steen's, Mr. Kokas' or Mr. Schwartz's death or permanent disability (as defined) are governed by the Benefits Program. Upon the death of the executive while severance payments are being made, his personal representatives will be entitled to the unpaid severance payments described above, and his spouse and covered dependents, if any, shall be entitled to the health and welfare benefits coverage also described above. If the executive's employment is terminated as a result of permanent disability, the affected executive would receive (i) all accrued but unpaid base salary as of the date of termination, (ii) health and welfare benefits coverage for 12 months, and (iii) an additional cash amount equal to 24 months of monthly base salary in the case of Mr. Steen and 18 months of monthly base salary in the case of Messrs. Kokas and Schwartz (payable in accordance with the Company's normal pay schedule).

Performance share unit awards granted under the Incentive Plan provide that, in the event of a termination of employment as a result of death or disability during the three-year performance period of the awards, a pro rata portion of the award will vest although the shares will not be paid until the completion of the performance period and will be based on actual performance for the three-year performance period. Restricted stock unit awards vest in full in the event of the employee's death or disability.

#### *Payments Upon a Change of Control (without termination of employment)*

##### *Annual Incentive Program*

In the event of a change in control of the Company during the plan year, annual incentive awards made under our Annual Incentive Program for Senior Executives will be determined and paid based on the assumption that the performance metrics have been achieved at a level of 100% of target for the plan year in which the change of control takes place; provided, that, if upon completion of the plan year it is determined that the financial metric was achieved at a level higher than 100% of target, awards are adjusted upward to reflect actual performance. If a participant's employment with the Company terminates prior to the change in control, the participant forfeits the award, unless the termination is due to death, disability, normal retirement under a retirement program of the Company, by the Company without cause, or by the participant for good reason. A change of control is deemed to occur under the Program when another party (acting alone or with affiliates) beneficially owns 40% or more of our issued and outstanding voting stock.

*2007 Incentive Plan (as amended)*

All agreements in respect of awards made under the Incentive Plan provide for full and immediate vesting in the event of a change in control of the Company. All performance units and shares would vest immediately and would be paid out at the maximum rate.

*2004 Long-Term Incentive and Share Award Plan*

The 2004 LTIP, which applies to grants of equity made prior to the adoption of the 2007 Incentive Plan, includes change of control provisions that are triggered by a merger or consolidation, the sale of a majority of our assets, or stockholders approving a plan of complete liquidation. If one of these change of control events occurs, it would result in the following under the 2004 LTIP:

All stock options become fully vested and exercisable;

All restrictions and other conditions on any restricted stock, units, performance shares or other awards lapse, and such awards become free of all restrictions and fully vested;

All outstanding options, restricted shares and other share based awards will be cashed out for the per share price paid to holders of Common Stock in connection with the change of control (or, if no consideration is paid, the fair market value of the stock immediately prior to the change of control), except for incentive stock options, which will be cashed out based on the transactions reported for the date of the change of control; and

Subject to Compensation Committee discretion, any awards of performance shares or units relating to a period in which the change of control occurs become immediately payable in cash, to be paid pro rata based on achievement of the maximum performance targets.

*Payments Upon a Change of Control and Termination of Employment*

As summarized below, we have agreements with certain of our Named Executive Officers, which provide for severance benefits in the event of certain terminations of employment following a change of control. These benefits are summarized below. The change of control provisions of the employment agreements with certain of our Named Executive Officers are double-trigger agreements. Mr. Flynn's agreement provides that if, within 12 months immediately following a change of control, his employment is terminated (other than for cause) or he resigns for good reason (as defined below), then Mr. Flynn would receive the following benefits: (i) a cash payment equal to three times his then-current annual base salary; (ii) vesting of all rights under benefit plans and programs; and (iii) health and welfare benefits coverage for 12 months. Mr. Dietrich's agreement provides that if, within 12 months immediately following a change of control, the Company terminates his employment (other than for cause) or he resigns for good reason, then Mr. Dietrich would receive: (i) the payment of an amount equal to three times his annual base salary; (ii) relocation expenses back to Chicago, IL; and (iii) health and welfare benefits coverage for 12 months. If, within six months following termination of employment by AAWW for reasons other than cause or by the affected executive for good reason, a change of control occurs, then the affected executive would be entitled to an additional amount equal to 12 months of his then current monthly base salary.

Under the employment agreements with Mr. Flynn and with Mr. Dietrich and under the Benefits Program, a change of control of AAWW means a change in control as defined in Section 409A of the Code and in the regulations promulgated thereunder. Under current regulations, a change of control is deemed to occur upon (i) the acquisition by any person or group of more than 50% of the total fair market value or total voting power of the Common Stock; (ii) the acquisition by any person or group, during any 12-month period of ownership, of stock possessing 30% or more of the total voting power of the Company; (iii) the replacement of a majority of the membership of the Company's Board of Directors during any 12-month period by directors whose appointment or election is not endorsed by a majority of the Company's then Board of Directors; or (iv) the

acquisition by a person or group during any 12-month period of assets from the Company that have a total gross fair market value equal to or more than 40% of the total gross fair market value of all assets of the Company.

Severance payments upon termination of employment following a change of control in respect of Messrs. Steen, Kokas and Schwartz are governed by the Benefits Program. Like the employment agreements described above, the change of control provisions set forth in the Benefits Program are double-trigger in nature. If, within 12 months following a change of control, the executive's employment is terminated without cause or he resigns for good reason, then the affected executive is entitled to an amount equal to three times annual base salary in the case of Mr. Steen and two times annual base salary in the case of Messrs. Kokas and Schwartz. Continued coverage under AAWW's health and welfare plans would be available for a 12-month period from the date of termination. Moreover, if, within six months following termination of employment by AAWW for reasons other than cause or by Messrs. Steen, Kokas or Schwartz for good reason, a change of control occurs, then, in addition to the payment described above, the affected executives would be entitled to an amount equal to 12 months of his then current monthly base salary.

The term cause as used in the employment agreements and the Benefits Program includes (i) any act of material dishonesty, (ii) failure to comply with the material obligations set out in the applicable agreement within a specified period of time, (iii) a material violation of the Company's corporate policies, or (iv) the conviction or plea of no contest to any misdemeanor of moral turpitude or any felony.

The term good reason means, for Mr. Flynn (i) a reduction in compensation, (ii) a material reduction in title or job responsibilities (including any reduction following a change of control), or (iii) a requirement to relocate the executive's primary residence. For Mr. Dietrich, it includes (i) a reduction in base salary or bonus eligibility, or (ii) reduction in job title or responsibilities. For Messrs. Steen, Kokas and Schwartz, it includes (i) a reduction in base salary, (ii) ceasing to hold the title of Executive Vice President or Senior Vice President, as the case may be, other than through promotion or through reassignment to another job title of comparable responsibility or (iii) any reduction in job responsibilities that diminishes the opportunity to earn the same annual incentive bonus for which he was previously eligible.

Set forth below is the amount of compensation that Messrs. Flynn, Dietrich, Steen, Kokas and Schwartz would receive in the event of termination of such executive's employment or a change of control that is incremental to amounts previously earned and accrued by the executive for performance of his duties to the date of termination. The amounts shown assume that such termination or change of control was effective as of December 31, 2012 and are estimates of the amounts that would be paid to the executives upon their termination or upon a change of control. For the equity component of such compensation, the Company used the closing price of AAWW common stock as of December 30, 2012. The actual amounts to be paid can only be determined at the time of such events.

Name	Payments on Termination of Employment Due to Death or Disability*	Payments on Termination of Employment Without Cause*	Payments in Connection with a Change of Control Without Termination of Employment*	Total in Connection with a Change of Control With a Termination of Employment*
William J. Flynn	\$ 10,686,720	\$ 11,721,720	\$ 16,576,011	\$ 19,681,011**
John W. Dietrich	4,912,959	5,450,584	7,121,119	9,018,619**
Spencer Schwartz	2,669,188	2,987,938	4,241,307	5,091,307
Michael T. Steen	4,079,293	4,546,793	6,100,099	7,750,099
Adam R. Kokas	2,979,834	3,346,397	4,460,529	5,438,029

\*The following assumptions were used to calculate these payments:

Termination is not for cause, the executive does not violate his noncompetition or non-solicitation agreements or any other restrictive covenants with us following termination, the executive does not receive medical and life insurance coverage from another employer

within 12 months of the termination of his employment, the executive does not have any unused vacation time, and the executive does not incur legal fees or relocation expenses requiring reimbursement from us. Additionally, Annual Incentive Plan payments are made at the target level.

Estimated payments were valued based on the closing price of our Common Stock on the NASDAQ Global Market on December 31, 2012, which was \$44.32 per share, multiplied by the number of shares of stock and other equity awards that would be accelerated upon a termination of employment or termination of employment and change of control. See the table entitled "Outstanding Equity Awards at Fiscal Year-End 2012" for information regarding unvested equity awards.

\*\* Does not take into account any reductions necessary so that the executive will not be liable for federal excise tax levied on certain excess termination payments under Section 4999 of the Code.

**PROPOSAL No. 2**

**RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S**

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013**

The Audit Committee has selected PricewaterhouseCoopers LLP ( pwc ) as the Company s independent registered public accounting firm for the year ending December 31, 2013 and has directed that management submit the selection of that firm to the stockholders for ratification at the Annual Meeting. Representatives from pwc are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

Stockholder ratification of the selection of pwc as the Company s independent registered public accounting firm is not required by the Company s By-Laws or otherwise. However, we are submitting the selection of pwc to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain pwc. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it is determined that such a change would be in the best interests of the Company and its stockholders.

For information concerning fees paid to pwc during 2012 and 2011, see Fees to Independent Registered Public Accounting Firm above.

**THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.**

**PROPOSAL No. 3**

**NONBINDING ADVISORY VOTE WITH RESPECT TO THE COMPENSATION OF THE  
COMPANY'S NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act) enable our stockholders to approve, on an advisory basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with the SEC's rules. The proposal, commonly known as a Say on Pay proposal, gives our stockholders the opportunity to express their views on the Company's executive compensation. Because this is an advisory vote, this Proposal is not binding upon the Company; however, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program, values the opinions expressed by stockholders in their vote on this Proposal.

As discussed previously in the Compensation Discussion and Analysis section, we believe that our compensation policies and decisions are focused strongly on pay for performance principles, as well as being competitive in the marketplace and being closely aligned with the long-term interests of our stockholders. The Company's principal compensation policies, which enable it to attract and retain strong and experienced senior executives and to maintain our lean and seasoned senior executive team, include:

Providing a significant percentage of total compensation that is performance-based because it is at risk, based on predetermined performance criteria;

Designing competitive total compensation to enhance our ability to attract and retain knowledgeable and experienced senior executives and to reward them for exceptional performance;

Establishing the earnings metrics under our Annual Incentive Plan each year at challenging levels;

Providing that exceptional rewards are attained only for exceptional performance;

Providing that time-based equity awards, granted chiefly for retention purposes, are subject to a four-year vesting schedule;

Prohibiting the grant of excessive perquisites such as the personal use of airplanes, Company-provided auto and/or auto allowances or club dues;

Setting compensation and incentive levels that reflect competitive market practices, reflect the global nature of our business and reward senior executives for significant achievements;

Requiring material stock holdings to align the interests of senior executives with those of our stockholders and prohibiting these persons from hedging, maintaining margin accounts and otherwise engaging in speculative trading activities; and

Prohibiting tax gross ups for any change of control payments.

We are asking our stockholders to indicate their support for our Named Executive Officer compensation program as described in this Proxy Statement. This is an advisory vote to approve Named Executive Officer compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES, AND THE RELATED DISCLOSURES CONTAINED IN THIS PROXY STATEMENT.**

**PROPOSAL No. 4**

**APPROVAL OF AN AMENDMENT TO THE ATLAS AIR WORLDWIDE HOLDINGS, INC.**

**2007 INCENTIVE PLAN (AS AMENDED)**

The Atlas Air Worldwide Holdings, Inc. 2007 Incentive Plan (as amended) (the Plan) was originally approved by the stockholders at the 2007 Annual Meeting. The purpose of the Plan is to advance the interests of the Company by providing for the grant to eligible participants of stock-based and other incentive awards. The Plan is intended to accomplish these goals by enabling the Company to grant awards in the form of options, stock appreciation rights, restricted stock, unrestricted stock, performance awards, cash awards and stock units, including restricted stock units or combinations thereof, all as more fully described below.

The Plan replaced the 2004 LTIP (prior plan) on May 23, 2007, and no new awards have been granted under the prior plan since that time. Awards outstanding under the prior plan continue to be governed by the terms of that plan and the agreements under which they were granted.

**Proposed Amendment**

The number of shares currently authorized for issuance under the Plan is 3,028,331 shares. Of the amount currently available for issuance under the Plan, as of April 5, 2013, 214,883 shares remain available for the grant of future awards. On April 5, 2013, a total of 69,473 shares were reserved for exercise of an equivalent number of outstanding stock options (with a weighted average exercise price of \$50.89 and a weighted average remaining term of 3.0 years), and 621,386 shares were reserved for restricted stock units that, upon vesting, are convertible into an equivalent number of common shares. A total of 390,888 performance share units have also been granted as of such date that, depending on Company performance measured against a peer group over a three-year period, can be convertible into up to 781,776 common shares if maximum performance over a three-year performance cycle is achieved. We do not believe that the remaining 214,883 shares of Common Stock are sufficient to continue implementing the Company's long-term incentive program over the next several years taking into account our historic burn rate and certain other factors. Accordingly, the Board of Directors has approved an amendment to Section IV A of the Plan to increase the shares available for awards by 1,300,000 shares from 3,028,331 to 4,328,331, subject to stockholder approval of this amendment. No other amendments or revisions to the Plan are being submitted to the stockholders for their consideration at this time. Stockholders should note that the Plan is the only equity-based compensation plan currently maintained by the Company.

If this amendment is not approved by the stockholders, the proposed additional 1,300,000 shares will not become available for issuance under the Plan, but the Plan will otherwise remain in effect.

**Plan Features That Protect Stockholder Interests**

The Plan contains several features that are intended to protect the interests of our stockholders. The more prominent of these include:

*No Liberal Share Recycling.* The Plan prohibits shares tendered as full or partial payment upon exercise of an award and shares withheld or otherwise remitted to the Company to satisfy a participant's tax withholding obligation from being made available for future issuance under the Plan.

*Independent Plan Administration.* The Compensation Committee, comprised solely of nonemployee, independent Directors, administers the Plan.

*Minimum Vesting and Performance Periods.* Performance awards granted to date (performance shares and performance share units) have a minimum three-year vesting term, and time-based awards made since 2009 (restricted shares and restricted stock units) have a four-year vesting period (three years for awards made in 2007 and 2008).

*No Re-pricing.* Awards may not be re-priced without stockholder approval.

*No Cash Buyouts for Underwater Options.* No payment may be made on termination or cancellation of any option award if the exercise price is equal to or greater than the fair market value of a common share on the date of such termination or cancellation.

*No In-the-Money Grants.* Options may not be granted with exercise prices below market value.

#### **Why You Should Vote for the Amendment of the Plan**

We believe that the Plan is important to our continued growth and success. The purpose of the Plan is to attract, motivate and retain highly qualified officers, directors, key employees and other key individuals. We believe that providing these individuals with an opportunity to acquire a direct proprietary interest in the operations and future success of the Company will motivate these individuals to serve the Company and its stockholders by expending the maximum effort to improve our business and results of operations. We believe that equity award grants under the Plan are a valuable incentive to participants and benefit stockholders by aligning more closely the interests of Plan participants with those of our stockholders.

A combination of factors, including among other things, increased reliance upon restricted stock units and performance units for equity compensation, have driven increased share usage under the Plan, thereby reducing the shares remaining available for future issuance under the Plan. We are therefore asking stockholders to consider the following factors and to vote for the proposed amendment of the Plan:

*Equity incentive awards are an important part of our overall compensation philosophy.* The Plan is critical to our ongoing effort to build stockholder value. Equity incentive awards have historically been and remain a critically important component of our compensation program. Our Compensation Committee believes that our ability to grant equity incentive awards to employees is an important factor in our ability to attract, retain and motivate key employees. Our Compensation Committee believes that equity compensation provides a strong incentive for employees to work to grow the business, build stockholder value over the long term and strongly align the interests of our employees with other stockholders. Moreover, equity awards made under the Plan to our senior executives reflect the Compensation Committee's pay for performance philosophy since payout amounts are at risk and contingent on Company performance as described in the Compensation Discussion and Analysis section of this Proxy Statement.

*Share exhaustion under the Plan would harm the competitiveness of our compensation offering.* We believe that the remaining shares in the Plan are insufficient to meet our future compensation requirements beyond next year if grants continue to be made consistent with historic grant levels and with the Compensation Committee's practices as described in the Compensation Discussion and Analysis section of this Proxy Statement. We believe we must continue to offer a competitive equity compensation plan to attract and motivate our workforce. If the Plan were to run out of shares available for grant, we would not be able to issue additional equity awards. We also believe that our inability to award equity compensation will result in difficulty in attracting, retaining, and motivating our employees, whose efforts are a necessary element to implement our strategic plan and to ensure our future success. Therefore, we are asking our stockholders to approve the proposed amendment of the Plan.

#### **Overview**

The following is a summary of the material features of the Plan.

*Administration.* The Plan is administered by the Compensation Committee. The term administrator is used in this proxy statement to refer to the person (the Compensation Committee and its delegates) charged with administering the Plan. Under the Plan, the administrator may grant restricted stock, unrestricted stock, performance awards (in cash or stock), cash awards and stock units, including restricted stock units, stock options, stock appreciation rights or combinations thereof.

The administrator may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to shares of stock subject to an award.

*Eligibility and Participation.* Employees of the Company's operating subsidiaries, including executive officers, directors and other employees providing services to the Company or its subsidiaries who are in a position to make a significant contribution to the success of the Company are eligible to receive awards under the Plan. As of April 5, 2013, there were approximately 77 of such employees participating in the Plan. Seven nonemployee Directors of the Company are also participating in the Plan.

*Limitations on Awards.* Section 162(m) of the Code places annual limitations on the deductibility, for tax return purposes, by public companies of compensation in excess of \$1,000,000 paid to each of the Chief Executive Officer and the other three most highly paid Executive Officers (other than the Chief Financial Officer), unless, among other things, the compensation is performance-based. For compensation attributable to stock options and stock appreciation rights to qualify as performance-based, the plan under which they are granted must state a maximum number of shares with respect to which options and rights may be granted to an individual during a specified period and must be approved by the Company's stockholders. To comply with these requirements, the Plan provides that the maximum number of shares as to which options may be granted and the maximum number of shares as to which stock appreciation rights may be granted to any participant during any fiscal year will each be 200,000. The Plan further provides that the maximum number of shares as to which other awards may be granted to any participant during any fiscal year will be 500,000 and the maximum amount payable as cash awards to any person in any fiscal year will be \$5,000,000.

*Adjustments.* In the event of a stock dividend, stock split or other change in our capital structure, the administrator will make appropriate adjustments to the limits described above and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to awards, and to the exercise prices of awards affected by the change. The administrator may also make similar adjustments to take into account other distributions to stockholders or any other event, if the administrator determines that adjustments are appropriate to avoid distortion in the operation of the Plan and to preserve the value of awards.

*Stock Options.* The exercise price of a stock option granted under the Plan shall not be less than 100% of the fair market value of the Common Stock at the time of grant. Fair market value shall be determined in accordance with the requirements of Section 422 and Section 409A of the Code. Subject to the foregoing, the administrator will determine the exercise price of each option granted under the Plan on the basis of the closing price of the stock on the date of grant of the option.

Two types of stock options may be granted under the Plan: incentive stock options, or ISOs, which are subject to special tax treatment as described below, and nonstatutory stock options, or NSOs. Eligibility for ISOs is limited to employees of the Company and its subsidiaries. The expiration date of options cannot be more than ten years after the date of the original grant. The administrator may determine other terms and conditions related to the exercise of an option, including the time at which options may be exercised and conditions relating to the exercise of options. No stock options may be granted under the Plan after March 20, 2017, but stock options previously granted may extend beyond that date in accordance with their terms. The exercise price may be paid in cash, by check payable to the order of the Company or by any combination thereof.

*Stock Appreciation Rights (SARs).* Although none have been issued to date, the administrator may grant SARs under the Plan. A SAR entitles the holder upon exercise to receive Common Stock equal in value to the excess of the fair market value of the shares of stock subject to the right over the fair market value of such shares on the date of grant. SARs granted under the Plan may not be repriced other than in accordance with the applicable stockholder approval requirements of NASDAQ.

*Stock Awards; Stock Units.* The Plan provides for awards of nontransferable shares of restricted common stock, as well as unrestricted shares of Common Stock. Generally, awards of restricted stock are subject to the requirement that the shares be forfeited or resold to us unless specific conditions are met. The administrator may provide that any recipient of an award of restricted stock will have all the rights of a Company stockholder, including the right to vote the shares and to receive dividends. Other awards under the Plan may also be settled with restricted stock. The Plan provides also for the grant of stock units, including restricted stock units, entitling

the recipient to receive shares of Common Stock (or cash measured by the value of the Common Stock) in the future on such conditions as the administrator may specify.

*Performance Awards.* As noted above, the Plan provides for performance awards entitling the recipient to receive cash or common stock following the attainment of performance goals determined by the administrator. Performance conditions may also be attached to other awards under the Plan. In the case of any performance award intended to qualify for the performance-based remuneration exception described in Section 162(m) of the Code, the administrator will use one or more objectively determinable measures of performance relating to any combination of the following (measured either absolutely or by reference to an index or indices and determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof): sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, or amortization, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios such as earnings before interest, taxes, and/or depreciation and amortization; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; stockholder return; sales of particular products or services; customer acquisition or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings. A performance criterion and any targets with respect thereto determined by the administrator need not be based upon an increase, a positive or improved result or avoidance of loss. To the extent consistent with the requirements for satisfying the performance-based compensation exception under Section 162(m), the administrator may provide in the case of any award intended to qualify for such exception that one or more of the performance criteria applicable to such award will be adjusted in an objectively determinable manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable performance criterion or criteria.

*Stock Price.* The closing price of the Company's Common Stock as reported on NASDAQ on April 5, 2013 was \$40.03 per share.

*Repricing.* Any stock options or SARs granted under the Plan may not be repriced other than in accordance with the applicable stockholder approval requirements of NASDAQ.

*Cash Buyouts.* No payment may be made on termination or cancellation of any option award if the exercise price is equal to or greater than the fair market value of a common share on the date of such termination or cancellation.

*Transferability.* Neither ISOs nor, except for gratuitous transfers to the extent permitted by the administrator, other awards may be transferred other than by will or by the laws of descent and distribution. During a recipient's lifetime an ISO and, except as the administrator may provide, other nontransferable awards requiring exercise may be exercised only by the recipient.

*Termination.* The Plan sets forth how awards may be treated in the event that a participant's employment terminates. The administrator, however, may provide for different default treatment, dependent upon the type of award granted. Upon termination of a participant's employment, all awards requiring exercise will cease to be exercisable and will terminate, and all other awards, to the extent not vested, will be forfeited unless the administrator provides otherwise. Notwithstanding the above, unless the administrator provides otherwise, if a participant dies or terminates employment by reason of disability, options and SARs exercisable immediately prior to death or disability may be exercised by the participant's executor, administrator or transferee during a period of one year following such death or termination by reason of disability (or for the remainder of their original term, if less). In the case of termination of the participant's employment for reasons other than death or disability, options and SARs remain exercisable, to the extent they were exercisable immediately prior to termination, for three months (or for the remainder of their original term, if less); provided that if in the administrator's judgment the reason for the award holder's termination casts discredit on the participant sufficient to justify immediate termination of the award, then such award will immediately terminate.

*Change of Control.* In the case of certain mergers, consolidations or other transactions in which the Company is acquired or is liquidated and there is a surviving or acquiring corporation, the Plan permits the administrator to arrange for the assumption of awards outstanding under the Plan or the grant to participants of replacement awards by that corporation. If the merger, consolidation or other transaction is one in which holders of common stock will receive a payment upon consummation of the transaction, the administrator may provide for a cash-out payment with respect to some or all awards outstanding. All outstanding awards not assumed by the surviving or acquiring corporation or cashed-out shall become exercisable immediately prior to the consummation of such merger, consolidation or other transaction and upon such consummation all outstanding awards that have not been assumed or replaced will terminate. The administrator may provide for different or additional terms relating to a change of control of the Company in the awards. In the case of any such merger, consolidation or other transaction, awards subject to and intended to satisfy the requirements of Section 409A of the Code shall be construed and administered consistent with such intent.

*Amendment.* The administrator may amend the Plan or any outstanding award at any time, provided that except as otherwise expressly provided in the Plan the administrator may not, without the participant's consent, alter the terms of an award so as to affect materially and adversely the participant's rights under the award, unless the administrator expressly reserved the right to do so at the time of the award. No such amendment will, without the approval of the stockholders of the Company, effectuate a change for which stockholder approval is required by law (including the Code and applicable stock exchange requirements).

### **Federal Tax Effects**

The following discussion summarizes certain U.S. federal income tax consequences of the issuance and receipt of awards under the Plan. The summary does not purport to cover federal employment tax or other U.S. federal tax consequences that may be associated with the Plan, nor does it cover state, local or non-U.S. taxes.

*Incentive Stock Options.* In general, an optionee realizes no taxable income upon the grant or exercise of an ISO. However, the exercise of an ISO may result in an alternative minimum tax liability to the optionee. With certain exceptions, a disposition of shares purchased under an ISO within two years from the date of grant or within one year after exercise produces ordinary income to the optionee (and a deduction to the Company) equal to the value of the shares at the time of exercise less the exercise price. Any additional gain recognized in the disposition is treated as a capital gain for which the Company is not entitled to a deduction. If the optionee does not dispose of the shares until after the expiration of these one- and two-year holding periods, any gain or loss recognized upon a subsequent sale is treated as a long-term capital gain or loss for which the Company is not entitled to a deduction.

*Nonstatutory Options.* In general, in the case of a NSO, the optionee has no taxable income at the time of grant but realizes income in connection with exercise of the option in an amount equal to the excess (at the time of exercise) of the fair market value of the shares acquired upon exercise over the exercise price. A corresponding deduction is available to the Company. Upon a subsequent sale or exchange of the shares, appreciation or depreciation after the date of exercise is treated as capital gain or loss for which the Company is not entitled to a deduction.

In general, an ISO that is exercised more than three months after termination of employment (other than termination by reason of death or permanent and total disability) is treated as a NSO. ISOs are also treated as non-ISOs to the extent they first become exercisable by an individual in any calendar year for shares having a fair market value (determined as of the date of grant) in excess of \$100,000. Under the so-called "golden parachute" provisions of the Code, the vesting or accelerated exercisability of awards in connection with a change in control of the Company may be required to be valued and taken into account in determining whether participants have received compensatory payments, contingent on the change in control, in excess of certain limits. If these limits are exceeded, a substantial portion of amounts payable to the participant, including income recognized by reason of the grant, vesting or exercise of awards under the Plan, may be subject to an additional 20% U.S. federal tax and may not be deductible to the Company.

Section 409A. Awards under the Plan are intended either to be exempt from the rules of Section 409A of the Code or to satisfy those rules and shall be construed accordingly. However, the Company will not be liable to any participant or other holder of an award with respect to any award-related adverse tax consequences arising under Section 409A or any other provision of the Code.

### Plan Benefits

The future benefits or amounts that would be received under the Plan by executive officers, nonexecutive directors and nonexecutive officer employees are discretionary and are therefore not determinable at this time. Details concerning award grants made in respect of the fiscal year ended December 31, 2013 appear in the tables below.

The following table sets forth information regarding time-based restricted stock units, performance-based stock units and performance-based cash awards granted under the Plan in the first quarter of 2013:

Name/Group	Number of Restricted Stock Units Granted (1)	Dollar Value of Restricted Stock Units (1)	Number of Performance Stock Units Granted (2)	Dollar Value of Performance Stock Units at Target (2)	Dollar Value of Performance Cash Award at Target (3)
William J. Flynn	54,625	\$ 2,577,208	27,313	\$ 1,288,627	\$ 1,229,063
John W. Dietrich	22,468	1,060,040	11,234	530,020	505,519
Spencer Schwartz	14,315	675,382	7,158	337,714	322,097
Michael T. Steen	22,468	1,060,040	11,234	530,020	505,519
Adam R. Kokas	14,315	675,382	7,158	337,714	322,097
Executive Officers as a Group (6 persons)	130,830	6,172,559	65,416	3,086,327	2,943,670
Nonexecutive Directors (7 persons)					
Other Employees (77 persons)	161,104	7,496,053	31,656	1,493,530	1,425,000

- (1) Represents award of time-based restricted stock units that vest ratably over a four-year period beginning in 2014. Each unit is converted automatically into one share of our Common Stock upon vesting. The fair value of the restricted stock units is based on the closing market price of our Common Stock as of the date of the award.
- (2) Represents target award of performance-based stock units that vest only if certain pre-established performance criteria for the period beginning on January 1, 2013 and ending December 31, 2015 are achieved. To the extent these awards are earned, they will be paid out in 2016. The maximum payout is 200% of the target amount. The fair value of the performance stock units shown in the table is based on the closing market price of our Common Stock as of the date of the award.
- (3) Represents target award of performance-based cash awards that vest only if certain pre-established performance criteria for the period beginning on January 1, 2013 and ending December 31, 2015 are achieved. To the extent these awards are earned, they will be paid out in early 2016. The maximum payout is 200% of the target amount.

The table below sets forth the estimated target amounts that might be distributed as annual cash incentive performance awards under the Plan for the fiscal year 2013, based on current salary. Cash incentive performance awards under the Plan will not be paid unless certain predetermined performance goals and objectives set by the Compensation Committee for the 2013 fiscal year are met. Awards paid out at the threshold level are equal to 75% of target, while maximum payouts are equal to 200% of the targeted amount.

Name/Group	Target Bonus (\$) (1)
William J. Flynn	1,035,000
John W. Dietrich	537,625
Spencer Schwartz	318,750
Michael T. Steen	467,500
Adam R. Kokas	366,563
Executive Officers as a Group (6 persons)	2,835,688
Nonexecutive Directors (7 persons)	
Other Employees (265 persons)	7,270,129

(1) These amounts are based on a percentage of salary and may change in the event that an individual's salary changes.

The table below summarizes the securities authorized for issuance under our equity compensation plans at December 31, 2012. For additional information about our stock-based compensation plans, reference is made to Note 13 to our Consolidated Financial Statements set forth in AAWW's Annual Report on Form 10-K for the year ended December 31, 2012.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,504,509	\$ 2.35(1)	676,464
Total	1,504,509	\$ 2.35	676,464

(1) Includes 1,435,036 of restricted and performance shares and units, which have no exercise price, and 69,473 stock options at having an average exercise price of \$50.89.

**THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE AMENDMENT TO THE 2007 INCENTIVE PLAN (AS AMENDED) AS SET FORTH HEREIN.**

**DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS TO BE PRESENTED**

**AT THE 2014 ANNUAL MEETING**

**Stockholder Proposals to Be Included in Our 2014 Proxy Statement**

We currently expect to hold our 2014 annual meeting of stockholders on or about June 1, 2014. Under the rules of the SEC, if a stockholder wants us to include a proposal in the proxy statement and form of proxy for presentation at our 2014 annual meeting, the proposal must be received by our Secretary no later than December 26, 2013. All stockholder proposals must be made in writing and addressed to the Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York 10577.

**Advance Notice Procedures**

Under our By-Laws, and as permitted by the rules of the SEC, no stockholder nominations of persons for election to the Board of Directors and no other business may be brought before the 2014 annual meeting of stockholders except as specified in the notice of the meeting or otherwise brought before such annual meeting by or at the direction of the Board or by a stockholder entitled to vote who has delivered notice to us (containing certain information specified in our By-Laws) not earlier than February 24, 2014 and not later than March 14, 2014. A copy of the By-Laws will be sent to any stockholder upon written request to the Secretary of AAWW. These requirements are separate and apart from, and in addition to, the SEC's requirements that a stockholder must meet in order to have his or her proposal included in our Proxy Statement as discussed above.

**ADDITIONAL COPIES OF ANNUAL REPORT**

A copy of our 2012 Annual Report accompanies this Proxy Statement. If any person who was a beneficial owner of Common Stock on the Record Date desires additional copies, such copies may be obtained without charge upon request in writing addressed to the Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York 10577. Each such copy of our 2012 Annual Report so furnished does not include any exhibits thereto, but is accompanied by a list briefly describing all such exhibits. We will furnish any such exhibit upon written request and upon payment of a reasonable specified fee. The Form 10-K is also available on our website at [www.atlasair.com](http://www.atlasair.com).

**ADDITIONAL INFORMATION**

**Separate Voting Materials**

Some banks, brokers and other record holders have begun the practice of "householding" proxy statements and annual reports. "Householding" is the term used to describe the practice of delivering a single set of proxy statements and annual reports to a household at which two or more stockholders reside if a company reasonably believes the stockholders are members of the same family. This procedure reduces the volume of duplicate information stockholders receive and also reduces printing and mailing costs. If you participate in "householding" and wish to continue receiving individual copies of our proxy statement and annual report, please write or call us at the following address or phone number: the Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York, 10577, (914) 701-8000. We will promptly deliver an additional copy of the proxy and/or the annual report to any stockholder who so requests.

**List of Stockholders**

At the Annual Meeting and for 10 days prior to the meeting, the names of stockholders entitled to vote at the Annual Meeting will be available for inspection for any purpose germane to the meeting, between the hours of 9 a.m. and 5 p.m., at our principal executive offices at 2000 Westchester Avenue, Purchase, New York 10577, by contacting the Secretary of AAWW.

### **Limited Voting by Foreign Owners**

To comply with restrictions imposed by federal aviation law on foreign ownership of U.S. airlines, our Certificate of Incorporation and By-Laws restrict foreign ownership of shares of our Common Stock. The restrictions imposed by federal aviation law (49 U.S.C. §41102) currently include a requirement that no more than 25% of our voting stock be owned or controlled, directly or indirectly, by persons who are not Citizens of the United States. There is a separate requirement that we be under the actual control of Citizens of the United States.

Pursuant to our By-Laws, there is a separate stock record, designated the Foreign Stock Record for the registration of Voting Stock that is Beneficially Owned by aliens. Voting Stock means all outstanding shares of our capital stock that we may issue from time to time which, by their terms, may vote. Beneficially Owned refers to owners of our securities who, directly or indirectly, have or share voting power and/or investment power.

At no time will ownership of our shares of Common Stock representing more than the Maximum Percentage be registered in the Foreign Stock Record. Maximum Percentage refers to the maximum percentage of voting power of Voting Stock which may be voted by, or at the direction of, aliens without violating applicable statutory, regulatory or interpretative restrictions or adversely affecting our, Atlas's or Polar's operating certificates or authorities. If we find that the combined voting power of Voting Stock then registered in the Foreign Stock Record exceeds the Maximum Percentage, the registration of such shares will be removed from the Foreign Stock Record sufficient to reduce the combined voting power of the shares so registered to an amount not in excess of the Maximum Percentage.

**The enclosed proxy card contains a certification that by signing the proxy card the stockholder certifies that such stockholder is a Citizen of the United States as defined by 49 U.S.C. §40102(a)(15) or that the shares represented by the proxy card have been registered on our Foreign Stock Record.**

We will promptly deliver a copy of our By-laws to any stockholder who writes or calls us at the following address or phone number: Attention: the Secretary, Atlas Air Worldwide Holdings, Inc., 2000 Westchester Avenue, Purchase, New York, 10577, (914) 701-8000.

### **Extent of Incorporation by Reference of Certain Materials**

The Audit Committee Report and the Compensation Committee Report on Executive Compensation included in this Proxy Statement do not constitute soliciting materials and should not be deemed filed or incorporated by reference into any other filing made by us under or subject to Regulation 14A or 14C (other than Item 7 to Regulation 14A), or to the liabilities of Section 18 of the Exchange Act, except to the extent we specifically incorporate such reports by reference therein.

**OTHER MATTERS**

As of the date of this Proxy Statement, we know of no business that will be presented for consideration at the Annual Meeting other than the election of directors, the ratification of the selection of our independent auditors, the advisory vote on Say on Pay, and the approval of the amendment to the 2007 Incentive Plan (as amended), all as described above. If any other matter is properly brought before the Annual Meeting for action by the stockholders, all proxies (in the enclosed form) returned to us will be voted in accordance with the recommendation of the Board of Directors or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY AND THAT YOUR SHARES BE REPRESENTED. STOCKHOLDERS ARE URGED TO FILL IN, SIGN AND PROMPTLY RETURN THE ACCOMPANYING FORM OF PROXY IN THE ENCLOSED ENVELOPE.**

By Order of the Board of Directors

WILLIAM J. FLYNN  
President and Chief Executive Officer

April 15, 2013

**Towers Watson Database Aerospace/Defense, Automotive and Transportation Industries**

Aerojet

Alliant Techsystems

BAE Systems

Boeing

Chrysler

Continental Automotive Systems

Curtiss-Wright

Daimler Trucks North America

Federal-Mogul

Ford

General Atomics

General Dynamics

General Motors

Goodrich

Harley-Davidson

Hexcel

Honeywell

JM Family Enterprises

Johnson Controls

Kaman Industrial Technologies

Lockheed Martin

L-3 Communications

Navistar International

Nissan North America

Oshkosh

Rockwell Collins

Space Systems Loral

Spirit AeroSystems

TRW Automotive

United Technologies

Visteon

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**X**

q **PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

**A Proposals** The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposals 2 4.

1. Election of Directors: 01 - Robert F. Agnew 02 - Timothy J. Bernlohr 03 - Eugene I. Davis  
 04 - William J. Flynn 05 - James S. Gilmore III 06 - Carol B. Hallett  
 07 - Frederick McCorkle 08 - Duncan J. McNabb

**+**

- **Mark here to vote** •• **Mark here to WITHHOLD** •• **For All EXCEPT** - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.
- FOR all nominees** **vote from all nominees**

- |  | For | Against | Abstain |   | For | Against | Abstain |
|--|-----|---------|---------|---|-----|---------|---------|
| 2. Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors.  | ••  | ••      | ••      | 3. Advisory vote to approve Named Executive Officer compensation. | ••  | ••      | ••      |
| 4. Approval of the amendment to the 2007 Incentive Plan (as amended) to increase the number of shares available for issuance of awards thereunder. | ••  | ••      | ••      |   |     |         |         |

**B Non-Voting Items**

**Change of Address** Please print your new address below. **Comments** Please print your comments below.

**Meeting Attendance**  
 Mark the box to the right •• if you plan to attend the Annual Meeting.

**C Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

Please sign exactly as name appears on this Proxy. Joint owners each should sign. When signing as attorney, executor, administrator, trustee or guardian, please give the full title. If signing in the name of a Corporation or partnership, please sign full corporate or partnership name and indicate title of authorized signatory.

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Date (mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within the box.

/ /

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**Proxy Atlas Air Worldwide Holdings, Inc.**

**1211 Avenue of the Americas, 38th Floor, New York, NY 10036**

**Proxy for the Annual Meeting of Stockholders May 22, 2013**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned appoints Adam R. Kokas, Spencer Schwartz, and Michael W. Borkowski, and each of them, with full power of substitution in each, as proxies and authorizes them to vote all shares of common stock that the undersigned is entitled to vote at the Annual Meeting of Stockholders of Atlas Air Worldwide Holdings, Inc., to be held at the offices of Ropes & Gray LLP, 1211 Avenue of the Americas, 38th Floor, New York, NY 10036 on Wednesday, May 22, 2013 at 10:00 a.m., local time, and at any adjournment or postponement of the meeting, as indicated below.

Please date, sign and return this proxy promptly. This Proxy, when properly executed and returned, will be voted in the manner directed herein by the undersigned stockholder. If no direction is given, this Proxy will be voted **FOR** the election as directors of all of the nominees listed on the reverse side, **FOR** the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors, **FOR** the advisory vote to approve Named Executive Officer compensation, and **FOR** the approval of the amendment to the 2007 Incentive Plan (as amended), all as described in the Proxy Statement. The undersigned authorizes the Proxies to vote, in their discretion, upon any other matters as may properly come before the Annual Meeting.

If you plan to attend the meeting, please indicate in the space provided on the reverse side.

The Board of Directors recommends a vote **FOR** the election as directors of the persons named in proposal 1, **FOR** the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors as set forth in proposal 2, **FOR** the advisory vote to approve Named Executive Officer compensation as set forth in proposal 3, and **FOR** the approval of the amendment to the 2007 Incentive Plan (as amended) as set forth in proposal 4.

**IMPORTANT: TO BE SIGNED AND DATED ON THE REVERSE SIDE**

Certification:

Pursuant to federal law and Atlas Air Worldwide Holdings, Inc.'s certificate of incorporation and by-laws, voting stock is subject to certain foreign ownership restrictions. By signing on the reverse side, you represent that (1) you are a United States citizen as that term is defined by federal aviation law, or (2) the shares of stock represented by this Proxy have been registered on the foreign stock record of the Company, as provided in the by-laws.