

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form SC 13G/A  
February 13, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**Atlas Air Worldwide Holdings, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**049164205**

**(CUSIP Number)**

**December 31, 2018**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 049164205

1. Names of Reporting Persons

I.R.S. Identification No. of Above Persons (Entities Only)

Amazon.com, Inc.

91-1646860

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)        (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power\*

2,250,666

6. Shared Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

0

7. Sole Dispositive Power\*

2,250,666

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person\*

2,250,666

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)\*\*

8.1%

12. Type of Reporting Person (See Instructions)

CO

\* See Item 4 below.

\*\* Based on 25,590,293 shares of common stock, par value \$0.01 per share ( Common Stock ) of Atlas Air Worldwide Holdings, Inc. (the Issuer ) outstanding as of December 31, 2018, as disclosed to Amazon.com, Inc. ( Amazon ) by the Issuer on January 9, 2019, plus 2,250,666 shares of Common Stock issuable upon the exercise of the Warrants (as defined below) as of December 31, 2018.

**Item 1.**

- (a) Name of Issuer  
Atlas Air Worldwide Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices  
2000 Westchester Avenue  
Purchase, New York 10577

**Item 2.**

- (a) Name of Person(s) Filing  
Amazon.com, Inc.
- (b) Address of Principal Business Office or, if none, Residence  
410 Terry Avenue North  
Seattle, Washington 98109
- (c) Citizenship  
Delaware
- (d) Title of Class of Securities  
Common Stock, par value \$0.01 per share
- (e) CUSIP Number  
049164205

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 2,250,666\*
- (b) Percentage of class: 8.1%\*\*

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote: 2,250,666

(ii) Shared power to vote or direct the vote: 0

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(iii) Sole power to dispose or to direct the disposition of: 2,250,666

(iv) Shared power to dispose or to direct the disposition of: 0

\* On May 4, 2016, pursuant to the Investment Agreement, dated as of May 4, 2016 (the **Investment Agreement** ), by and between Amazon and the Issuer, the Issuer issued Amazon warrants (the **Warrants** ) to acquire up to 11,250,000 shares of Common Stock, par value \$0.01 per share ( **Common Stock** ), which initially became exercisable with respect to a portion of the shares subject to the Warrants after the occurrence of the Issuer's special meeting of stockholders on September 20, 2016. Shares of Common Stock subject to the Warrants vest and become exercisable upon the achievement of certain commercial milestones, subject to certain regulatory approvals and the terms and conditions outlined in the Warrants.

The number of shares of Common Stock that are currently exercisable is calculated with reference to applicable notification and clearance thresholds in the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the **HSR Act** ), and is reported in this statement with reference to the market price of the Common Stock (as calculated pursuant to the HSR Act) and the applicable HSR Act thresholds as of December 31, 2018. To the extent the market price of the Common Stock increases or the applicable HSR Act threshold decreases, the number of shares of Common Stock beneficially owned by Amazon would decrease. To the extent the market price of the Common Stock decreases or the applicable HSR Act threshold increases, the number of shares of Common Stock beneficially owned by Amazon would increase.

\*\* Based on 25,590,293 shares of Common Stock of the Issuer outstanding as of December 31, 2018, as disclosed to Amazon by the Issuer on January 9, 2019, plus 2,250,666 shares of Common Stock issuable upon the exercise of the Warrants as of December 31, 2018.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.



**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

**AMAZON.COM, INC.**

By: */s/ David A. Zapolsky*  
**David A. Zapolsky**  
**Senior Vice President**

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