

JETBLUE AIRWAYS CORP
Form 424B7
March 26, 2015

PROSPECTUS SUPPLEMENT
(to Prospectus dated February 18, 2015)

Filed pursuant to Rule 424(b)(7)
Registration No. 333-202143

46,689,822 Shares

JETBLUE AIRWAYS CORPORATION

Common Stock

This prospectus supplement supplements and amends the prospectus dated February 18, 2015 (as so supplemented, the “Prospectus”), relating to the offer and sale from time to time of up to 46,693,227 shares of our common stock, par value \$0.01 per share, by persons who receive such shares upon exchange of 0.75% exchangeable notes due 2017, or the “notes”, issued by Lufthansa Malta Blues LP, or “Lufthansa Sub”, an indirect subsidiary of Deutsche Lufthansa AG, on April 5, 2012 and sold by the initial purchasers of the notes in transactions exempt from registration requirements of the U.S. Securities Act of 1933, as amended, or the Securities Act, to persons reasonably believed by the initial purchasers to be qualified institutional buyers as defined by Rule 144A under the Securities Act that were also qualified purchasers as defined in the U.S. Investment Company Act of 1940, as amended, or the “Investment Company Act”. Recipients of shares of our common stock, whom we refer to collectively herein as “selling stockholders”, may use this prospectus to resell from time to time the shares of our common stock they receive from Lufthansa Sub upon exchange of their notes, so long as they satisfy certain conditions set forth in the 2012 registration rights agreement, dated as of April 5, 2012, or the “2012 registration rights agreement”, among us, Lufthansa Sub and Deutsche Lufthansa AG.

This prospectus supplement should be read in conjunction with and accompanied by the Prospectus and is qualified by reference to the Prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus.

Our common stock is listed on the Nasdaq Global Select Market under the symbol “JBLU”. The last reported sales price of our common stock on March 25, 2015 was \$18.78 per share.

Investing in our common stock involves risks. See “Risk Factors” on page 5 of the accompanying prospectus and page 14 of our most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which is incorporated by reference into the Prospectus.

Neither the Securities and Exchange Commission (the “Commission”) nor any state securities commission has approved or disapproved of the securities referred to herein or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The section entitled "Selling Stockholders" in the Prospectus is hereby amended and supplemented by the following information:

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SELLING STOCKHOLDERS

The following table presents information regarding the beneficial ownership of the selling stockholders that are offering shares of our common stock pursuant to this prospectus supplement and the Prospectus.

Any information presented concerning a selling stockholder is based on questionnaires (as described in the Prospectus under the caption “Description of Common Stock and Preferred Stock—2012 Registration Rights Agreement”) furnished to us by such selling stockholder for the express purpose of including that information in a registration statement for the registration of the resale of the shares that it received from Lufthansa Sub upon exchange of its notes. We did not conduct any independent inquiry or investigation as to the accuracy or truthfulness of information provided to us by a selling stockholder.

The selling stockholders and any agents or broker-dealers that participate with the selling stockholders in the distribution of shares may be deemed to be “underwriters” within the meaning of the Securities Act and any commissions received by them and any profit on the sale of shares may be deemed to be underwriting commissions or discounts under the Securities Act.

The number of shares owned are those beneficially owned, as determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares of common stock as to which a person has sole or shared voting power or investment power and any shares of common stock which the person has the right to acquire within 60 days through the exercise of any option, warrant or right, through conversion of any security or pursuant to the automatic termination of a power of attorney or revocation of a trust, discretionary account or similar arrangement.

Applicable percentage of ownership is based on 312,506,155 shares of our common stock outstanding as of February 28, 2015. Any material relationship that the selling stockholders have had with us during the past three years is described in the footnotes to the table. To our knowledge, there currently are no agreements, arrangements, or understandings with respect to the sale of any shares of our common stock.

Name of Selling Stockholder	Beneficial Ownership Before Offering		Securities Offered by this Prospectus Supplement	Beneficial Ownership After Offering (1)	
	Common Stock	% of Common Stock (2)	Common Stock	Common Stock	% of Common Stock (2)
ADVANCED SERIES TRUST - AST ACADEMIC STRATEGIES PORTFOLIO (3)	69,721	*	69,721	—	0 %
AG OFCON LTD (4)	1,354,581	*	1,354,581	—	0 %
AG ONCON LLC (5)	836,652	*	836,652	—	0 %
AQR DELTA SAPPHIRE FUND LP (6)	44,820	*	44,820	—	0 %
	557,768	*	557,768	—	0 %

AQR FUNDS - AQR
DIVERSIFIED ARBITRAGE
FUND (7)

AQR FUNDS - AQR
MULTI-STRATEGY
ALTERNATIVE FUND (8)

94,621	*	94,621	—	0	%
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AQR OPPORTUNISTIC
PREMIUM OFFSHORE FUND
LP (9)

44,820	*	44,820	—	0	%
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BARCLAYS CAPITAL
SECURITIES LTD (10)

2,717,907	*	1,349,003	1,368,904	*	
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BIWA MASTER FUND
LIMITED (11)

181,673	*	181,673	—	0	%
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CNH CA MASTER ACCOUNT
LP (12)

74,700	*	74,700	—	0	%
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CQS AIGUILLE DU CHARDONNET MF SCA SICAV-SIF (13)	314,143	*	314,143	—	0	%
CQS CONVERTIBLE INVESTMENTS FUND LIMITED (14)	643,027	*	643,027	—	0	%
CQS DIRECTIONAL OPPORTUNITIES MASTER FUND LIMITED (15)	6,802,788	2.18%	6,802,788	—	0	%
CQS GLOBAL CONVERTIBLE ARBITRAGE MASTER FUND LIMITED (16)	1,649,999	*	1,649,999	—	0	%
D.E. SHAW VALENCE INTERNATIONAL INC (17)	4,980,079	1.59%	4,980,079	—	0	%
DEUTSCHE BANK AG LONDON (18)	2,988,032	*	1,494,023	1,494,009	*	
GLG SHISHAPANGMA FUND (19)	498,007	*	498,007	—	0	%
GOLDMAN SACHS INTERNATIONAL (20)	26,693	*	26,693	—	0	%
HUDSON BAY MASTER FUND LTD (21)	1,832,669	*	1,832,669	—	0	%