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US AIRWAYS GROUP INC  
Form 425  
February 14, 2013

Filed by AMR Corporation

Commission File No. 1-8400

Pursuant to Rule 425 Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: US Airways Group, Inc.

Commission File No. 001-8444

*On February 15, 2013, the following communication was made available to Citi AAdvantage Cardmembers.*

Dear Citi/AAdvantage Cardmember:

As you may know, American Airlines and US Airways recently announced plans to come together to create the new American Airlines. As a valued Citi® / AAdvantage® cardmember, we wanted to share what this exciting and historic news means for you.

At this time, American and US Airways will remain separate companies and each company will maintain its current loyalty program. Your AAdvantage® miles are secure and existing miles will continue to be honored. In addition, you will continue to earn miles through the Citi / AAdvantage credit cards and existing AAdvantage participating companies, and you will be able to redeem those miles for the same great awards – flights, upgrades, car rentals and hotels just to name a few.

The Citi / AAdvantage credit cards will continue to offer unparalleled airline benefits that allow cardmembers to travel in comfort and style. As a cardmember, you will continue to enjoy the fantastic benefits your Citi / AAdvantage credit card offers at the airport, during check-in and boarding, and throughout the travel experience.

The transaction, which is subject to customary approvals and closing conditions, is expected to close in the third quarter of 2013. The combined company is expected to offer AAdvantage members more opportunities to earn and burn miles from an expanded global network of routes and partnerships, unmatched redemption options including flights, hotels, car rentals, vacation packages, one-way awards and lounge memberships, and much more.

The new American will join two highly complementary networks with access to the best destinations domestically and around the globe, allowing us to provide customers with more choices, improved efficiency and better options for customers. The combined airline will be better equipped to offer you an expanded domestic and global network with more than 6,700 daily flights to 336 destinations in 56 countries by maintaining all the hubs currently served by both airlines.

As the new American takes shape, we will also continue to give you options for travel and benefits both domestically and internationally through continued membership in the oneworld® Alliance. As they do today, American's oneworld partners will offer you access to a range of destinations, airline choices, and mileage earning and redemption opportunities.

We expect the combined airline will ultimately result in the most connected, comfortable travel experience in the industry. Together, it will have a greater ability to continue to invest in transforming the fleet, and modernizing the travel experience through new technologies, products and services.

As American continues its journey and takes the next step toward becoming a premier global carrier, we will continue to work with our long-standing partner Citibank to bring you cardmember benefits designed to deliver the world-class travel experience, loyalty program benefits and credit card features that you expect and value.

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We will keep you updated throughout the process and, in the interim invite you to visit [www.aa.com/arriving](http://www.aa.com/arriving) for more information.

Thank you for your continued loyalty, and we look forward to continuing to serve you.

Sincerely,

Suzanne Rubin

President AAdvantage Loyalty Program

Insert Citi signature line

### **Additional Information and Where To Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger transaction between AMR Corporation ( AMR ) and US Airways Group, Inc. ( US Airways ) will be submitted to the stockholders of US Airways for their consideration. AMR expects to file with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4 that will include a prospectus of AMR and a proxy statement of US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways website at [www.usairways.com](http://www.usairways.com) or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR's website at [www.aa.com](http://www.aa.com) or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing [investor.relations@aa.com](mailto:investor.relations@aa.com).

US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

### **Cautionary Statement Regarding Forward-Looking Statements**

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on AMR and US Airways' current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes any obligation to publicly update or supplement any

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forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements except as required by law.