

SKYWEST INC
Form 11-K
June 21, 2013
[Table of Contents](#)

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK

REPURCHASE SAVINGS AND SIMILAR PLANS

PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

x ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the year ended December 31, 2012

or

o TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 000-14719

SKYWEST, INC. EMPLOYEES RETIREMENT PLAN

(Full title of the plan)

SKYWEST, INC.

444 South River Road

St. George, Utah 84790

(Name of issuer of the securities held pursuant to the

Plan and the address of its principal executive office)

Table of Contents

SKYWEST, INC. EMPLOYEES RETIREMENT PLAN

Index to Financial Statements and Schedule

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	3
Financial Statements:	
<u>Statements of Assets Available for Benefits as of December 31, 2012 and 2011</u>	4
<u>Statement of Changes in Assets Available for Benefits for the Year Ended December 31, 2012</u>	5
<u>Notes to Financial Statements</u>	6
Supplemental Schedule*:	
<u>Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2012</u>	12

*Other supplementary schedules required by section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Table of Contents

REPORT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

To the Plan Administrator of the

SkyWest, Inc. Employees' Retirement Plan

We have audited the accompanying statements of assets available for benefits of the SkyWest, Inc. Employees' Retirement Plan (the "Plan"), as of December 31, 2012 and 2011 and the related statement of changes in assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the SkyWest, Inc. Employees' Retirement Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Tanner LLC

Salt Lake City, Utah

June 21, 2013

Table of Contents

SKYWEST, INC. EMPLOYEES RETIREMENT PLAN

Statements of Assets Available for Benefits

	As of December 31,	
	2012	2011
Assets:		
Investments, at fair value	\$ 340,015,635	\$ 285,029,666
Notes receivable from participants	14,214,912	13,002,323
Assets available for benefits, at fair value	354,230,547	298,031,989
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(970,831)	(801,991)
Assets available for benefits	\$ 353,259,716	\$ 297,229,998

See accompanying notes to financial statements.

Table of Contents

SKYWEST, INC. EMPLOYEES RETIREMENT PLAN

Statement of Changes in Assets Available for Benefits

For the Year Ended December 31, 2012

Additions:	
Contributions:	
Participants	\$ 23,751,489
Employer	14,570,634
Total contributions	38,322,123
Interest income on notes receivable from participants	635,853
Net investment income:	
Interest and dividends	9,722,496
Net appreciation in fair value of investments	23,646,066
Total net investment income	33,368,562
Total additions	72,326,538
Deductions:	
Distributions to participants	16,253,605
Administrative expenses	43,215
Total deductions	16,296,820
Net increase in assets available for benefits	56,029,718
Assets available for benefits:	
Beginning of the year	297,229,998
End of the year	\$ 353,259,716

See accompanying notes to financial statements.

Table of Contents

SKYWEST, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements

(1) Plan Description

The following description of the SkyWest, Inc. Employees' Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions.

(a) General

SkyWest, Inc. (the "Company", "Plan Sponsor" or "Employer") adopted the Plan, effective April 1, 1977. The Plan is a defined contribution plan and is intended to be a qualified retirement plan under Section 401(a) of the Internal Revenue Code ("IRC") of 1986, as amended. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan has been amended at various times.

The Plan was established to provide employees with an opportunity to accumulate funds for retirement or disability and to provide death benefits for employees' dependents and beneficiaries.

(b) Eligibility

All of the employees of the Company and its affiliates who have completed 90 days of service are eligible to participate in the Plan. An eligible employee, who has enrolled, shall become a participant on the first day of the month coinciding with or following the date that the employee meets the eligibility requirements. Employees must affirmatively elect to participate in the Plan.

(c) Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contribution, and an allocation of investment earnings, and is charged with withdrawals and an allocation of investment losses and expenses. The allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Contributions

Participants elect both the amount of salary reduction contributions and the allocation of the salary reduction contributions among the various investment alternatives within the Plan. Annual salary reduction contributions cannot exceed the lesser of 100% of the participant's eligible compensation or the maximum amount allowable under the IRC, which was \$17,000 during 2012 (\$22,500 for participants age 50 and older).

Employees are eligible for the Company match when they have completed one year of service and have enrolled in the Plan. Employees must be making contributions to the Plan in order to receive the employer match. During 2012, the Company matched 100% of each eligible participant's salary reduction contribution up to levels ranging from 2% to 6% of compensation, based on years of service. Additionally, each year the Company may make a discretionary contribution based on its earnings. An employee is eligible to participate in the discretionary contribution program if he or she has made salary reduction contributions. The Company made a discretionary contribution in 2012 of \$913,800. Company discretionary contributions are allocated based on the participants' eligible compensation.

(e) Participant-Directed Options for Investments

Participants direct the investment of their contributions and the Company matching and discretionary contributions into various investments offered by the Plan. Investment options include mutual funds, a common/collective trust fund, and SkyWest, Inc. common stock. Participants may change their election or transfer monies between funds at any time.

Participants with common stock of SkyWest, Inc. in their accounts may direct the sale of the stock and the investment of the resulting monies into other investments offered by the Plan.

Table of Contents

(f) *Vesting and Payment of Benefits*

Participants are immediately vested 100% in their account balances. Benefits are normally paid at retirement, disability, death, or other termination. Benefit distributions may be made in a single lump sum payment, installments, or an annuity. Participants may withdraw funds from the Plan while actively employed subject to specific restrictions set forth in the Plan agreement.

(g) *Notes Receivable from Participants*

The Plan agreement provides for loans to be made to participants and beneficiaries. The loans must bear a reasonable rate of interest, have specific repayment terms and be adequately secured. Under no circumstances can the amount of the loan exceed the lesser of \$50,000 or 50% of the participant's vested account balance.

(h) *Custodian and Record Keeper*

Wells Fargo Institutional Trust Services (Wells Fargo) provides the record keeping and custodial services for the Plan. Wells Fargo Institutional Trust Services is also a directed trustee of the Plan.

(i) *Parties-in-Interest*

The Company, participants and Wells Fargo are considered parties-in-interest to the Plan. The Company's common stock and Wells Fargo managed mutual funds are investment options in the Plan.

(2) *Summary of Significant Accounting Policies*

(a) *Basis of Accounting*

The Plan's financial statements are prepared on the accrual basis of accounting, in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

(b) *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the reported amounts of assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported changes in assets available for benefits during the reporting period. Actual results could differ from these estimates.

(c) *Risks and Uncertainties*

The Plan provides for investments in securities that are exposed to various risks, such as interest rate, currency exchange rate, credit and overall market fluctuation. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of assets available for benefits.

(d) *Investment Contract*

Fully benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan invests in investment contracts through a collective trust in the Stable Return Fund N15 operated and maintained by Wells Fargo Bank N.A. The statements of assets available for benefits present the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value relating to the investment contracts. The statement of changes in assets available for benefits is prepared on a contract value basis.

Table of Contents

(e) Investment Valuation and Income Recognition

Mutual funds are valued at quoted market prices, which represent the net asset values of units held by the Plan at year-end. The Company's common stock fund is valued using the net asset value per share on the last business day of the Plan year. Unrealized appreciation or depreciation caused by fluctuations in the market value of investments is recognized in the statement of changes in assets available for benefits. Dividends and interest are reinvested as earned. Purchases and sales of investments are recorded on a trade-date basis.

The Plan invests in common/collective trusts, which primarily hold investments in fully benefit-responsive insurance contracts that provide that the Plan may make withdrawals at contract value for benefit-responsive requirements. Accordingly, the Plan's investments in units of the common/collective trusts are presented at fair value in the statements of assets available for benefits, with an adjustment to their contract values separately disclosed. The common/collective trusts reported fair values are determined as the sum of (a) the fair value of the investments in guaranteed insurance contracts and security-backed investment contracts that are wrapped by an insurance company, bank or other financial institution (collectively, the Investment Contracts), as determined by that funds' trustees and (b) the fair values of the funds' investments in externally managed collective investment funds as determined by those funds' trustees. The contract values represent contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; and (iii) bankruptcy of the Plan Sponsor or other Plan Sponsor events (e.g., divestitures or spin-offs of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA). The Plan Administrators do not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

(f) Distributions to Participants

Distributions to participants are recorded when paid.

(g) Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan Administrators deem the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

(h) Administrative Expenses

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The Plan pays substantially all administrative expenses of the Plan, other than legal and accounting fees, which are paid by the Plan Sponsor.

(i) Interest and Dividend Income

Interest income is recorded as earned on the accrual basis. Dividend income is recorded on the ex-dividend date.

(j) Termination of the Plan

Although it has not expressed any intent to do so, the Company may terminate the Plan at any time subject to the provisions of the Plan and ERISA. If the Plan is terminated, the participants have a non-forfeitable interest in their accounts.

Table of Contents**(3) Transactions with Parties-in-Interest**

Transactions in shares of the Company's common stock qualify as party-in-interest transactions under the provisions of ERISA. The Plan held 1,270,036 and 735,633 shares of SkyWest, Inc. common stock fund with a fair value of \$6,919,323 and \$4,072,706 as of December 31, 2012 and 2011, respectively.

Plan investments include mutual funds and a common/collective trust fund managed by Wells Fargo, who is also the Plan trustee, and therefore a party-in-interest. While transactions involving Plan assets with a party-in-interest may be prohibited, these transactions are exempt under ERISA Section 408(b)(8).

Notes receivable from participants totaling \$14,214,912 and \$13,002,323 as of December 31, 2012 and 2011, respectively, are also considered exempt party-in-interest transactions.

(4) Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated February 22, 2012, stating that the Plan is designed in accordance with applicable sections of the IRC and, therefore, the related trust is exempt from taxation. As of December 31, 2012, the Plan was required to make certain corrective distributions in order to remain qualified under IRC 401(a). Subsequent to December 31, 2012, the Plan made the corrective distributions in accordance with the IRS regulations. Although the Plan has been amended since receiving the determination letter, the Plan Administrators believe the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

(5) Investments

During 2012, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

Large Cap Mutual Funds	\$	6,977,117
Balanced Mutual Funds		6,416,129
International Mutual Funds		3,644,674
Mid Cap Mutual Funds		2,497,132
Small Cap Mutual Funds		2,125,681
Common Stock Fund		1,105,208
Common/Collective Trust		569,754
Fixed Income Mutual Funds		310,371
	\$	23,646,066

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The fair values of individual investments that represent 5 percent or more of the Plan's assets available for benefits are as follows:

	December 31,	
	2012	2011
Wells Fargo Stable Return	\$ 34,447,770	\$ 31,647,804
Janus Overseas Fund	28,605,320	27,064,044
MFS Value R4	23,540,891	18,895,320
Wells Fargo S&P 500 Index Fund N5	22,640,650	*
JPMorgan Large Cap Growth Select	19,613,908	*
Neuberger Berman Genesis Fund	19,171,371	17,588,869
Davis NY Venture	*	15,796,768
American Funds Growth R5	*	16,595,439

* Amount was not greater than 5% of the Plan's assets for the respective year.

Table of Contents**(6) Fair Value Measurements**

U.S. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs when measuring fair value. The standard describes three levels of inputs:

Level 1 Valuation is based upon quoted prices in active markets for identical securities.

Level 2 Valuation is based upon other significant observable inputs that reflect the assumptions market participants would use in pricing the asset developed on market data obtained from sources independent of the Plan.

Level 3 Valuation is based upon unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing the asset developed, based on the best information available.

As of December 31, 2012 and 2011, the Plan held certain assets that are required to be measured at fair value on a recurring basis. Assets measured at fair value on a recurring basis are summarized below (in thousands):

Fair Value Measurements as of December 31, 2012
(in 000 s)

	Total	Level 1	Level 2	Level 3
Mutual Funds				
Balanced Funds	\$ 97,171	\$ 97,171		\$
Large Cap Funds	65,796	43,155	22,641	
International Funds	39,286	39,286		
Small Cap Funds	28,599	26,772	1,827	
Fixed Income Funds	30,076	30,076		
Mid Cap Funds	37,721	35,003	2,718	
	298,649	271,463	27,186	
Common Stock Fund	6,919		6,919	
Common/Collective Trust	34,448		34,448	
Total	\$ 340,016	\$ 271,463	\$ 68,553	\$

Fair Value Measurements as of December 31, 2011
(in 000 s)

	Total	Level 1	Level 2	Level 3
Mutual Funds				
Balanced Funds	\$ 79,592	\$ 79,592		\$
Large Cap Funds	54,189	51,288	2,901	
International Funds	35,447	35,447		

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Small Cap Funds	40,754	39,546	1,208
Fixed Income Funds	25,025	25,025	
Mid Cap Funds	14,302	12,371	1,931
	249,309	243,269	6,040
Common Stock Fund	4,073		4,073
Common/Collective Trust	31,648		31,648
Total	\$ 285,030	\$ 243,269	\$ 41,761

Common/collective trust assets consist of investments in fully benefit-responsive insurance contracts for which the Plan can make withdrawals at contract value for benefit-responsive requirements. The Plan uses the Wells Fargo Stable Return Fund for these investments. This fund also classifies the common/collective trust assets as Level 2.

Table of Contents

The Wells Fargo S&P 500 Index Fund N5, Wells Fargo S&P 500 Midcap Index Fund N, and Wells Fargo Russell 2000 Index Fund N (collectively, the Wells Fargo Funds), the SkyWest, Inc. Common Stock Fund (the Common Stock Fund), and the Wells Fargo Stable Return Fund N15 (the Stable Return Fund) are valued at the net asset value (NAV) of units of the respective funds. The NAV, as provided by the respective fund trustees, are used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

The Stable Return Fund is designed to provide safety of principal with consistency of returns with minimal volatility by employing a strategy of investing in investment contracts and security-backed contracts while employing broad diversification among contract issuers and underlying securities. The Plan Sponsor is able to redeem the investment in the Stable Return Fund by providing a 12-month notice. Although the notice requirement is 12 months, Wells Fargo Trust Services has indicated it has the ability to redeem the investment sooner. There are no other significant restrictions on the ability to redeem the investment.

The Wells Fargo Funds include investments in highly diversified funds designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances using a growth strategy in the earlier years and a preservation strategy in the later years. The Wells Fargo Funds contain a mix of U.S. common stocks, U.S. issued bonds, and cash. The Common Stock Fund includes investments in SkyWest, Inc. common stock. There are currently no redemption restrictions on these investments.

(7) Plan Amendments

During 2012, the Plan was amended to clarify the language of the Plan as it relates to the Internal Revenue Code of 1986, as amended, and to clarify the language of the Plan as it relates to the employees transferring employment within the Company's controlled group of employers.

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2012 and 2011 to the Form 5500:

	December 31,	
	2012	2011
Assets available for benefits as presented in the financial statements	\$ 353,259,716	\$ 297,229,998
Adjustment from contract value to fair value for fully benefit-responsive investment contract	970,831	801,991
Assets available for benefits as presented in Form 5500	\$ 354,230,547	\$ 298,031,989

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The following differences between the financial statements and the Form 5500 are due to the adjustment from fair value to contract value of the Wells Fargo Stable Return Fund, a fully benefit-responsive investment contract for the year ended December 31, 2012.

Net increase in assets available for benefits as presented in the financial statements	\$	56,029,718
Net adjustment from contract value to fair value for fully benefit-responsive investment contract		168,840
Net increase in assets available for benefits as presented in Form 5500	\$	56,198,558

Table of Contents**SKYWEST, INC. EMPLOYEES RETIREMENT PLAN****EIN 87-0292166, Plan 001****Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year)****December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value	Number of Units
*	Wells Fargo	Wells Fargo Stable Return Fund N15	\$ 34,447,770	2,994,071
	Janus Capital Corp.	Janus Overseas Fund Class I	28,605,320	834,704
	The Vanguard Group	Vanguard Interm-Term US Treas	12,799,055	1,093,936
	Neuberger & Berman Management, Inc.	Neuberger Berman Genesis (Tr)	19,171,371	378,283
	Oakmark	Oakmark Equity and Income (I)	12,315,380	432,119
	PIMCO Total Return Administrative Shares	PIMCO Total Return/Adm	17,276,685	1,537,072
*	SkyWest, Inc.	SkyWest, Inc. Common Stock Fund	6,919,323	1,270,036
	JP Morgan	JP Morgan Large Cap Growth Select	19,613,908	818,952
*	Wells Fargo	Wells Fargo Advantage Small Cap Val Inst	9,767,329	302,394
	Wasatch Advisors Inc.	Wasatch Small Cap Growth	17,004,582	411,833
	American Funds	American Funds Euro Gr R5	4,422,713	107,530
	MFS	MFS Value Fund R4	23,540,891	928,635
*	Wells Fargo	Wells Fargo S&P 500 Index Fund N5	22,640,650	320,462
*	Wells Fargo	Wells Fargo S&P 500 Midcap Index Fund N	2,718,065	118,416
	T Rowe Price	T Rowe Price Midcap Growth	11,806,385	209,074
*	Wells Fargo	Wells Fargo Russell 2000 Index Fund N	1,826,976	98,010
	MFS	MFS International Value R4	6,257,829	231,087
	Goldman Sachs	Goldman Schs Mid Cap Value (A)	4,025,268	103,133

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*	Wells Fargo	Wells Fargo Advantage DJ Target Today	1,953,766	176,333
*	Wells Fargo	WF Advtg Dow Jones Trgt 2010	1,759,179	131,478
*	Wells Fargo	WF Advtg Dow Jones Trgt 2015	3,776,008	376,847
*	Wells Fargo	WF Advtg Dow Jones Trgt 2020	9,355,592	645,213

Table of Contents

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value	Number of Units
*	Wells Fargo	WF Advtg Dow Jones Trgt 2025	\$ 12,920,984	1,332,060
*	Wells Fargo	WF Advtg Dow Jones Trgt 2030	13,883,156	927,399
*	Wells Fargo	WF Advtg Dow Jones Trgt 2035	11,894,232	1,240,274
*	Wells Fargo	WF Advtg Dow Jones Trgt 2040	14,945,879	907,461
*	Wells Fargo	WF Advtg Dow Jones Trgt 2045	11,114,151	1,146,971
*	Wells Fargo	WF Advtg Dow Jones Trgt 2050	3,159,385	341,186
*	Wells Fargo	WF Advtg Dow Jones Trgt 2055	93,802	9,028
*	Plan Participants	loans at 4.25% - 10.00% interest, with maturity dates through 2028, collateralized by the respective participants account balances	14,214,912	1,861
			\$ 354,230,547	

* Denotes party-in-interest

Column (d) is not required as all investments are participant directed

See accompanying report of independent registered public accounting firm.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: June 21, 2013

SKYWEST, INC. EMPLOYEES' RETIREMENT PLAN

By: SkyWest, Inc., Plan Sponsor

/s/ Eric J. Woodward
Eric J. Woodward
Chief Accounting Officer
of SkyWest, Inc.

Table of Contents

Exhibit Index

Exhibit Number	Description of Exhibit
23.1	Consent of Tanner LLC

15
