

HAWAIIAN AIRLINES INC/HI
Form SC TO-I/A
June 28, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT
UNDER SECTION 14(D) (1) OR 13(E) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

HAWAIIAN AIRLINES, INC.
(Name of Subject Company and Filing Person)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

419849104
(CUSIP Number of Class of Securities)

CHRISTINE R. DEISTER
EXECUTIVE VICE PRESIDENT
AND CHIEF FINANCIAL OFFICER
HAWAIIAN AIRLINES, INC.
3375 KOAPAKA STREET, SUITE G-350
HONOLULU, HAWAII 96819
(808) 835-3700

WITH A COPY TO:
JUDITH R. THOYER
PAUL, WEISS, RIFKIND, WHARTON & GARRISON
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 373-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Bidder)

Check the box if the filing relates solely to preliminary
communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer:

Hawaiian Airlines, Inc., a Hawaii corporation (the "Company"), hereby amends and supplements its Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the "Commission") on May 31, 2002, as amended by Amendment No. 1, dated as of June 10, 2002, as amended by Amendment No. 2, dated as of June 14, 2002 (the "Schedule TO"), in connection with the offer by the Company to purchase up to 5,880,000 shares, or such lesser number as are properly tendered and not properly withdrawn, of its outstanding common stock, par value \$0.01 per share (the "Shares"), at a purchase price of \$4.25 per share, net to the seller in cash, subject to applicable withholding of taxes, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 31, 2002 (the "Offer to Purchase"), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the "Letter of Transmittal"), a copy of which is attached to the Schedule TO as Exhibit (a)(1)(B) (which, together with the Offer to Purchase, as amended or supplemented from time to time, constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned thereto in the Schedule TO.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following which is incorporated by reference herein: "On June 27, 2002, the Company issued a press release announcing the preliminary results of the Offer, a copy of which is filed as Exhibit (a)(1)(O), and is incorporated herein by reference."

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

EXHIBIT NUMBER -----	DESCRIPTION -----
(a)(1)(O)	Press Release, dated June 27, 2002.

SIGNATURE

After due 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: June 27, 2002

HAWAIIAN AIRLINES, INC.

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By: /s/ Christine R. Deister

Name: Christine R. Deister
Title: Executive Vice President
and Chief Financial Officer

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EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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(a) (1) (A)	Offer to Purchase, dated May 31, 2002.*
(a) (1) (B)	Letter of Transmittal.*
(a) (1) (C)	Notice of Guaranteed Delivery.*
(a) (1) (D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
(a) (1) (E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
(a) (1) (F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a) (1) (G)	Press Release, dated May 30, 2002 (incorporated by reference to the Schedule TO-C filed by Hawaiian Airlines, Inc. with the Securities and Exchange Commission on May 31, 2002).*
(a) (1) (H)	Form of Letter to Shareholders, dated May 31, 2002.*
(a) (1) (I)	Notice to Participants in the Hawaiian Airlines, Inc. 401(k) Plan for Flight Attendants.*
(a) (1) (J)	Tender Offer Instruction Form for Participants in the Hawaiian Airlines, Inc. 401(k) Plan for Flight Attendants.*
(a) (1) (K)	Notice to Participants in the Hawaiian Airlines, Inc. Pilots' 401(k) Plan.*
(a) (1) (L)	Tender Offer Instruction Form for Participants in the Hawaiian Airlines, Inc. Pilots' 401(k) Plan.*
(a) (1) (M)	Notice to Participants in the Hawaiian Airlines, Inc. 401(k) Savings Plan.*
(a) (1) (N)	Tender Offer Instruction Form for Participants in the Hawaiian Airlines, Inc. 401(k) Savings Plan.*
(a) (1) (O)	Press Release, dated June 27, 2002.

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- (b) Not applicable.
- (d) (1) (A) Registration Rights Agreement, dated as of January 31, 1996, by and among Hawaiian Airlines, Inc. and Airline Investors Partnership, L.P.*
- (d) (1) (B) Stockholders Agreement, dated as of June 1996, by and among Airline Investors Partnership, L.P., the Air Line Pilots Association, Hawaiian Master Executive Council, the Association of Flight Attendants and the International Association of Machinists.*
- (d) (1) (C) Stock Allocation Agreement, dated as of May 2001, between Hawaiian Airlines, Inc. and the Air Line Pilots in the service of Hawaiian Airlines, Inc., as represented by the Air Line Pilots Association, International.*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.