

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q/A
Amendment No. 1

- ☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2005
or
☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number 1-31300



EXPRESSJET HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

76-0517977
*(I.R.S. Employer
Identification No.)*

1600 Smith Street, Dept. HQSCE
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

713-324-2639
(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated Filer ☒ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of February 23, 2006, 54,102,180 shares of common stock were outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A is being filed to amend Part II, Item 2 of ExpressJet Holdings, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005, filed on November 8, 2005 (the "Original 10-Q"). This Amendment No. 1 does not otherwise alter the disclosures set forth in the Original 10-Q and does not reflect events occurring after the filing of the Original 10-Q. This Amendment No. 1 is effective for all purposes as of the date of the filing of the Original 10-Q.

Part II

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

Period	a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced program ⁽¹⁾	(d) Maximum value of shares that may yet be purchased under the program (in millions)
July 1 to July 31, 2005	23,000	\$ 10.38	23,000	\$ 29.8
August 1 to August 31, 2005	401,200	\$ 9.59	401,200	25.9
September 1 to September 30, 2005 ⁽²⁾	171,506	\$ 9.35	166,600	24.4
	595,706	\$ 9.55	590,800	\$ 24.4

(1) In July 2005, our board of directors authorized the expenditure of up to \$30 million to repurchase shares of our common stock. Stock purchases have been made from time to time in the open market. The timing of any stock repurchases under the program depends on a variety of factors, including market conditions, and may be suspended or discontinued at any time.

(2) 4,906 of shares subject to restricted stock awards were withheld to satisfy tax obligations arising upon the vesting of restricted stock.

Item 6. Exhibits

- 3.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, File No. 1-31300).
- 3.2 Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, File No. 1-31300).
- 31.1 Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer.⁽¹⁾
- 31.2 Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer.⁽¹⁾

⁽¹⁾ Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, ExpressJet Holdings, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXPRESSJET HOLDINGS, INC.

(Registrant)

Date: February 24, 2006

/s/Frederick S. Cromer

Frederick S. Cromer
Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: February 24, 2006

/s/Phung Ngo-Burns

Phung Ngo-Burns
Staff Vice President Finance and Controller
(Principal Accounting Officer)

**INDEX TO EXHIBITS
OF
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