

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 1, 2003

AirTran Holdings, Inc.

(Exact name of registrant as specified in its charter)

State of Incorporation: **Nevada**

9955 AirTran Boulevard, Orlando, Florida 32827

(Address of principal executive offices) (Zip Code)

(407) 251-5600

(Registrant's telephone number, including area code)

Commission file number: **1-15991** I.R.S. Employer Identification No: **58-2189551**



AirTran Airways, Inc.

(Exact name of registrant as specified in its charter)

State of Incorporation: **Delaware**

9955 AirTran Boulevard, Orlando, Florida 32827

(Address of principal executive offices) (Zip Code)

(407) 251-5600

(Registrant's telephone number, including area code)

Commission file number: **333-37487-09** I.R.S. Employer Identification No: **65-0440712**

Item 5. Other Events.

On October 1, 2003 AirTran Holdings, Inc. issued a press release announcing that it has closed its recently announced public offering of its common stock.

The press release is attached as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by this reference.

Item 7. Exhibits.

Press release dated October 1, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

AirTran Holdings, Inc.

(Registrant)

Date: October 2, 2003

/s/ Stanley J. Gadek

Stanley J. Gadek

Senior Vice President, Finance,

Treasurer and Chief Financial Officer

(Principal Accounting and Financial Officer)

AirTran Airways, Inc.

(Registrant)

Date: October 2, 2003

/s/ Stanley J. Gadek

Stanley J. Gadek

Senior Vice President, Finance,

Treasurer and Chief Financial Officer

(Principal Accounting and Financial Officer)

EXHIBIT 99

FOR IMMEDIATE RELEASE
October 1, 2003

Media Contact:

Tad Hutcheson
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407.251.5578

AIRTRAN HOLDINGS, INC., ANNOUNCES CLOSING OF PUBLIC OFFERING AND EXERCISE OF UNDERWRITERS' OVER-ALLOTMENT OPTION

ORLANDO, Fla. Oct. 1, 2003 - AirTran Holdings, Inc., (NYSE:AAI), the parent company of AirTran Airways, today announced that it has closed its recently-announced public offering of 8,650,000 shares of its common stock, and that prior to the closing, the underwriters elected to purchase an additional 466,000 shares pursuant to the over-allotment option granted in connection with the offering. Including the exercise of the over-allotment option, net proceeds from the offering were \$139,292,480.

AirTran Holdings intends to use the net proceeds from the offering to:

- Redeem \$35 million of its 11.27 percent senior secured notes, currently held by Boeing Capital Loan Corporation; and
- Purchase from Boeing Capital warrants currently held by it to purchase 1,000,000 shares of AirTran Holdings' common stock for a purchase price based upon the public offering price less the exercise price of the warrants.

AirTran Holdings intends to use the remainder of the proceeds from the offering for working capital and other capital expenditures, including capital expenditures relating to aircraft purchase.

Morgan Stanley is the sole bookrunning manager on this transaction, with Raymond James and Associates, Inc. and Blaylock and Partners, L.P. acting as co-managers.

This announcement is neither an offer to sell nor a solicitation to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The offering is being made solely by means of a prospectus, copies of which may be obtained by contacting Morgan Stanley and Co., Inc., 1585 Broadway, New York, NY 10036.

Editor's Note: The Company issues financial statements quarterly. Statements regarding the Company's business model, continuous growth trends, strength of passenger demand and customers' response to our product are forward-looking statements and are not historical facts. Instead, they are estimates or projections involving numerous risks or uncertainties, including but not limited to, consumer demand and acceptance of services offered by the Company, the Company's ability to maintain current cost levels, commodity prices and actions by competitors, regulatory matters and general economic conditions. The Company disclaims any obligation to update or correct any of its forward-looking statements. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in the Company's SEC filings, including but not limited to the Company's report on Form 10-K for the year ended December 31, 2002. Copies of this filing may be obtained by contacting the Company or the SEC.