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**Item 2.02 Results of Operations and Financial Condition**

The information that Atlas Air Worldwide Holdings, Inc. (the "Company") is reporting in this Item 2.02 is covered in more detail in the description in Item 8.01 below.

**Item 7.01 Regulation FD Disclosure**

On December 9, 2005, the Company issued the press release attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 8.01 Other Events**

Reference is made to the financial statements and other information of the Company that is attached hereto as Exhibit 99.2 and incorporated herein by reference. The Company's independent registered public accountants have not completed a review of the financial statements that are included in this Current Report on Form 8-K as required by Rule 10-01(d) of Regulation S-X. The Company expects that reviewed financial statements for the periods indicated will be filed as a Quarterly Report on Form 10-Q when available. However, the management of the Company believes that the attached financial statements accurately reflect the financial condition of the Company as of the periods indicated. See Note 1 to the unaudited Condensed Consolidated Financial Statements included in Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

The following exhibits are furnished pursuant to Items 2.02 and 7.01:

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of the Company dated December 9, 2005.
99.2	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2005 (Successor) and for the periods July 28, 2004 through September 30, 2004 (Successor), July 1, 2004 through July 27, 2004, and January 1, 2004 through July 27, 2004 (Predecessor) (unaudited); Condensed Consolidated Balance Sheets at September 30, 2005 (Successor) (unaudited) and December 31, 2004 (Successor); Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2005 (Successor) and for the periods July 28, 2004 through September 30, 2004 (Successor) and January 1, 2004 through July 27, 2004 (Predecessor) (unaudited); Notes to unaudited Condensed Consolidated Financial Statements; and other information.

**SIGNATURES**

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

Atlas Air Worldwide Holdings, Inc.

Dated: December 9, 2005

By: /s/ Jeffrey H. Erickson

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Name: Jeffrey H. Erickson

Title: President and Chief Executive Officer

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