

DELTA AIR LINES INC /DE/  
Form 8-K  
February 03, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): February 2, 2004**

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**DELTA AIR LINES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-5424**  
(Commission

File Number)

**58-0218548**  
(IRS Employer

Identification No.)

**P.O. Box 20706, Atlanta, Georgia 30320-6001**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (404) 715-2600**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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**Item 5. Other Events and Regulation FD Disclosure**

On February 2, 2004, Delta Air Lines, Inc. ( Delta ) issued a press release announcing the offering of \$325 million principal amount of ~~7~~<sup>8</sup>% Convertible Senior Notes due 2024 ( Notes ) to a qualified institutional buyer pursuant to Rule 144A under the Securities Act of 1933, as amended. Delta also granted the initial purchaser of the Notes an option to purchase up to an additional \$65 million principal amount of the Notes. The press release is attached hereto as Exhibit 99.1.

The Offering Memorandum for the Notes included certain factors which investors are urged to carefully consider. The list of risk factors is attached hereto as Exhibit 99.2.

**Item 7. Financial Statements and Exhibits**

(c) EXHIBITS

Exhibit 99.1	Press Release dated February 2, 2004, titled Delta Air Lines Announces Offering of \$325 Million of Convertible Senior Notes .
Exhibit 99.2	List of Risk Factors.

SIGNATURE

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.

DELTA AIR LINES, INC.

By:           /s/ James M. Whitehurst          

James M. Whitehurst

Senior Vice President    Finance, Treasury

and Business Development

Date: February 2, 2004

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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