

Edgar Filing: HAWAIIAN AIRLINES INC/HI - Form 3/A

HAWAIIAN AIRLINES INC/HI
Form 3/A
May 29, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or

Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Brenneman Gregory D.

(Last) (First) (Middle)

1330 Lake Robbins Dr., Suite 205

(Street)

The Woodlands TX 77380

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

5/18/01

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Hawaiian Airlines, Inc. (HA)

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

NA

6. If Amendment, Date of Original (Month/Day/Year)

12/26/01

7. Individual or Joint/Group Filing (Check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature (Instr.) |
|--|---|---|-----------------------|
| Common Stock, par value \$.01, per share | 0* | NA* | |

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Deriv Secur |
|---|--|-------------------------|---|--|
| | Date Exer- cisable | Expira- tion Date | Title Amount or Number of Shares | |
| None | | | | |

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/s/ Gregory D. Brenneman

May 29, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Continuation Sheet to Form 3

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Name and Address of Reporting Person
1330 Lake Robbins Dr., Suite 205
The Woodlands, TX 77380

Gregory D. Brenneman

Issuer Name and Ticker or Trading Symbol

Hawaiian Airlines, Inc. (HA)

Date of Event Requiring Statement

December 19, 2001

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Explanation of Responses

(1) The Reporting Person is the President and sole stockholder of TurnWorks, Inc. ("TurnWorks") which is the sole stockholder of TurnWorks Acquisition III, Inc., a Delaware corporation ("TurnWorks Acquisition"). The Reporting Person is also the President of TurnWorks Acquisition. On December 19, 2001, TurnWorks, TurnWorks Acquisition, the Issuer and Aloha Airgroup, Inc. ("Aloha") entered into an Agreement and Plan of Merger (the "Merger Agreement"), and TurnWorks, Aloha and Airline Investors Partnership, L.P., a Delaware limited partnership ("AIP") which, as of such date owned 18,181,818 shares (the "AIP Shares") of Common Stock, entered into a Voting Agreement (the "Voting Agreement"). Pursuant to the Voting Agreement, AIP agreed to vote to approve the Merger Agreement and the transactions contemplated thereby at a meeting of the stockholders of the Issuer. Because TurnWorks was the beneficiary of this Voting Agreement, and because the Reporting Person was granted an irrevocable proxy under this Voting Agreement, they may have been deemed to be the beneficial owners of the AIP Shares; however, pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, The Reporting Person disclaimed, on behalf of himself individually and on behalf of TurnWorks and TurnWorks Acquisition, beneficial ownership of such AIP Shares.

On April 18, 2002, the Issuer delivered a notice terminating the Merger Agreement, and therefore the Voting Agreement, under which TurnWorks was a beneficiary and The Reporting Person was granted an irrevocable proxy, terminated on May 18, 2002. Accordingly, no grounds whatsoever exist anymore for deeming the Reporting Person, TurnWorks or TurnWorks Acquisition to beneficially own the AIP Shares.