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): **July 27, 2017**

SANDRIDGE PERMIAN TRUST

(Exact name of Registrant as specified in its charter)

Delaware	**001-35274**	**45-6276683**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

The Bank of New York Mellon Trust Company, N.A.
919 Congress Avenue, Suite 500

Austin, Texas

	78701
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(512) 236-6555**

Not applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

ITEM 2.02. Results of Operations and Financial Condition.

Attached as Exhibit 99.1 is a press release issued on behalf of the Registrant. The information furnished is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated July 27, 2017.

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 thereunto duly authorized.

SANDRIDGE PERMIAN TRUST

By: **The Bank of New York Mellon Trust Company, N.A., as Trustee**

By:	/s/ SARAH NEWELL
Name:	**Sarah Newell**
Title:	**Vice President**

Date: July 27, 2017

Exhibit Index

Exhibit Number	Description
99.1	Press Release dated July 27, 2017.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SKYWEST, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

		September 30, 2008 (unaudited)		December 31, 2007
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	$	152,194	$	122,802
Marketable securities		566,688		522,925
Restricted cash		10,718		14,705
Income tax receivable		9,220		23,114
Receivables, net		74,334		81,216
Inventories		108,087		105,738
Prepaid aircraft rents		207,241		223,891
Deferred tax assets		73,999		70,523
Other current assets		54,590		45,225
Total current assets		1,257,071		1,210,139
PROPERTY AND EQUIPMENT:				
Aircraft and rotable spares		3,219,175		3,146,602
Deposits on aircraft		23,622		23,848
Buildings and ground equipment		241,340		215,466
		3,484,137		3,385,916
Less-accumulated depreciation and amortization		(821,015)		(685,327)
Total property and equipment, net		2,663,122		2,700,589
OTHER ASSETS:				
Intangible assets, net		26,809		28,498
Other assets		55,769		51,299
Total other assets		82,578		79,797
Total assets	$	4,002,771	$	3,990,525

See accompanying notes to condensed consolidated financial statements.

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SKYWEST, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

	September 30, 2008 (unaudited)	December 31, 2007
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 125,012	$ 118,202
Accounts payable	154,297	133,728
Accrued salaries, wages and benefits	64,507	67,242
Accrued aircraft rents	14,565	26,516
Taxes other than income taxes	24,465	12,433
Other current liabilities	41,231	40,098
Total current liabilities	424,077	398,219
OTHER LONG-TERM LIABILITIES	41,689	40,355
LONG-TERM DEBT, net of current maturities	1,661,397	1,732,748
DEFERRED INCOME TAXES PAYABLE	488,450	445,993
DEFERRED AIRCRAFT CREDITS	122,518	127,203
STOCKHOLDERS EQUITY:		
Preferred stock, 5,000,000 shares authorized; none issued		
Common stock, no par value, 120,000,000 shares authorized; 72,779,301 and 72,272,671 shares issued, respectively	557,752	533,545
Retained earnings	958,008	871,874
Treasury stock, at cost, 16,294,506 and 11,794,056 shares, respectively	(249,349)	(158,542)
Accumulated other comprehensive loss	(1,771)	(870)
Total stockholders equity	1,264,640	1,246,007
Total liabilities and stockholders equity	$ 4,002,771	$ 3,990,525

See accompanying notes to condensed consolidated financial statements.

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SKYWEST, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Dollars and Shares in Thousands, Except per Share Amounts)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Operating revenues:				
Passenger	$ 926,193	$ 867,076	$ 2,728,922	$ 2,493,999
Ground handling and other	7,919	8,525	24,032	25,618
	934,112	875,601	2,752,954	2,519,617
Operating expenses:				
Flying operations	564,065	487,551	1,625,830	1,368,512
Customer service	88,137	103,032	279,829	328,258
Maintenance	126,795	101,196	362,291	292,148
Depreciation and amortization	55,141	53,169	164,687	155,622
General and administrative	39,715	38,184	118,884	114,177
	873,853	783,132	2,551,521	2,258,717
Operating income	60,259	92,469	201,433	260,900
Other income (expense):				
Interest income	4,627	8,674	16,398	23,915
Interest expense	(23,872)	(32,831)	(80,389)	(95,134)
Other			6,308	467
	(19,245)	(24,157)	(57,683)	(70,752)
Income before income taxes	41,014	68,312	143,750	190,148
Provision for income taxes	14,858	25,385	52,019	71,810
Net income	$ 26,156	$ 42,927	$ 91,731	$ 118,338
Basic earnings per share	$ 0.46	$ 0.69	$ 1.58	$ 1.87
Diluted earnings per share	$ 0.45	$ 0.68	$ 1.55	$ 1.83
Weighted average common shares:				
Basic	57,027	61,942	58,139	63,344
Diluted	57,682	62,888	59,014	64,657
Dividends declared per share	$ 0.03	$ 0.03	$ 0.09	$ 0.09

See accompanying notes to condensed consolidated financial statements.

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SKYWEST, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(In Thousands)

	Nine Months Ended September 30, 2008	2007
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 348,829	$ 366,134
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of marketable securities	(1,023,604)	(820,339)
Sales of marketable securities	976,340	497,076
Disposition (Acquisition) of property and equipment:		
Aircraft and rotable spare parts	(86,650)	(281,366)
Deposits on aircraft		(8,704)
Buildings and ground equipment	(39,394)	(31,323)
Proceeds from sales of property and equipment	2,549	11,290
Increase in other assets	(2,978)	(7,751)
NET CASH USED IN INVESTING ACTIVITIES	(173,737)	(641,117)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Tax benefit from exercise of common stock options	161	140
Proceeds from issuance of long-term debt	17,680	177,792
Return of deposits on aircraft and rotable spare parts	226	11,697
Principal payments on long-term debt	(82,221)	(76,561)
Purchase of treasury stock	(90,807)	(103,850)
Net proceeds from issuance of common stock	14,844	26,354
Payment of cash dividends	(5,583)	(5,893)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(145,700)	29,679
Increase (decrease) in cash and cash equivalents	29,392	(245,304)
Cash and cash equivalents at beginning of period	122,802	415,454
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 152,194	$ 170,150
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest, net of capitalized amounts	$ 80,971	$ 84,224
Income taxes	$ 23,759	$ 712

See accompanying notes to condensed consolidated financial statements.

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SKYWEST, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note A Condensed Consolidated Financial Statements

The condensed consolidated financial statements of SkyWest, Inc. (SkyWest or the Company) and its wholly-owned subsidiaries, SkyWest Airlines, Inc. (SkyWest Airlines) and Atlantic Southeast Airlines, Inc. (ASA) included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although SkyWest believes that the following disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements reflect all adjustments that, in the opinion of management, are necessary to present fairly the results of operations for the interim periods presented. All adjustments are of a normal recurring nature, unless otherwise disclosed. The Company suggests that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2007. The results of operations for the three and nine month periods ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results will differ and may differ materially from those estimates and assumptions.

Note B Passenger and Ground Handling Revenue

The Company recognizes passenger and ground handling revenues when the service is provided. Under the Company s contract and pro-rate flying agreements with Delta Air Lines, Inc. (Delta), United Air Lines, Inc. (United) and Midwest Airlines, Inc. (Midwest), revenue is considered earned when the flight is completed. Revenue is recognized under the Company s pro-rate flying agreements based upon the portion of the pro-rate passenger fare the Company anticipates that it will receive. SkyWest Airlines and ASA have each entered into a Delta Connection Agreement with Delta, pursuant to which SkyWest Airlines and ASA provide contract flight services for Delta. Among other provisions, those Delta Connection Agreements provide that, upon the third anniversary of the execution of the agreements (September 8, 2008), the contractual rates under those agreements shall not exceed the average rate of all carriers within the Delta Connection Program. As of September 30, 2008 SkyWest Airlines and ASA had not finalized the contractual rates with Delta. In the event that the contractual rates have not been finalized at quarterly or annual financial statement dates, the Company records revenues based on a prior period s approved rates adjusted for the current contract negotiations.

In the event the Company has a reimbursement dispute with a major partner, the Company evaluates the dispute under its established revenue recognition criteria and, provided the revenue recognition criteria have been met, the Company recognizes revenue based on management s estimate of the resolution of the dispute. During the quarter ended December 31, 2007, Delta notified the Company, SkyWest Airlines and ASA of a dispute under the Delta Connection Agreements executed by Delta with SkyWest Airlines and ASA. The dispute relates to allocation of liability for certain irregular operations (IROP) expenses that are paid by SkyWest Airlines and ASA to their passengers under certain situations. As a result, Delta withheld a combined total of approximately $25 million (pretax) from one of the weekly scheduled wire payments to SkyWest and ASA during December 2007. Delta continues to withhold a portion of the funds the Company believes are payable as weekly scheduled wire payments to SkyWest and ASA (See Note J for additional details).

The Delta Connection Agreements executed by SkyWest Airlines and ASA provide for fifteen-year terms, subject to early termination by Delta, SkyWest Airlines or ASA, as applicable, upon the occurrence of certain events. Delta s termination rights include (i) cross-termination rights between the two Delta Connection Agreements, (ii) the right to terminate each of the Delta Connection Agreements upon the occurrence of certain force majeure events, including certain labor-related events, that prevent SkyWest Airlines or ASA from performance for certain periods, and (iii) the right to terminate each of the Delta Connection Agreements if SkyWest Airlines or ASA fails to maintain competitive base rate costs, subject to certain adjustment rights. In addition to the termination rights, Delta has the right to extend the term of the Delta Connection Agreements upon the occurrence of certain events or at the expiration of the initial term. SkyWest Airlines and ASA have the right to terminate their respective Delta Connection Agreement upon the occurrence of certain breaches by

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Delta, including the failure to cure payment defaults. SkyWest Airlines and ASA also have cross-termination rights between the two Delta Connection Agreements.

Under the terms of the SkyWest Airlines Delta Connection Agreement, Delta has agreed to compensate SkyWest Airlines for the direct costs associated with operating the Delta Connection flights, plus a payment based on block hours flown. The SkyWest Airlines Delta Connection Agreement establishes a multi-year rate reset provision. In the SkyWest Airlines Delta Connection Agreement, the fixed-fee rates are specifically defined through 2009. The parties agreed that on or after a specified date in 2010 the parties agree to reset such rates to reflect SkyWest Airlines actual costs in 2010 (with a similar process on each 5th year thereafter). Under the terms of the ASA Delta Connection Agreement, Delta has agreed to compensate ASA for its direct costs associated with operating the Delta Connection flights, plus, if ASA completes a certain minimum percentage of its Delta Connection flights, an additional percentage of such costs. Additionally, ASA s Delta Connection Agreement provides for the payment of incentive compensation upon satisfaction of certain performance goals. The incentives are defined in the ASA Delta Connection Agreement as being measured and determined on a monthly and quarterly basis. At the end of each quarter, the Company calculates the incentives achieved during the quarter and recognizes revenue accordingly. Under the ASA Delta Connection Agreement, excess margins over certain percentages must be returned or shared with Delta, depending on various conditions. The parties to the Delta Connection Agreements make customary representations, warranties and covenants, including with respect to various operational, marketing and administrative matters.

Effective July 31, 2003, SkyWest Airlines entered into a United Express Agreement, which sets forth the principal terms and conditions governing SkyWest Airlines United Express operations. Under the terms of the United Express Agreement, SkyWest Airlines is compensated primarily on a fee-per-completed-block hour and departure basis and is reimbursed for fuel and other costs. Additionally, SkyWest Airlines is eligible for incentive compensation upon the achievement of certain performance criteria. The incentives are defined in the United Express Agreement as being measured and determined on a monthly basis. At the end of each month, the Company calculates the incentives achieved during the month and recognizes revenue accordingly.

SkyWest Airlines and Midwest are parties to an Airlines Services Agreement entered into on December 20, 2006 (the Midwest Services Agreement). Under the terms of the Midwest Services Agreement, SkyWest Airlines has agreed to operate up to 25 Bombardier CRJ200 Regional Jets (CRJ200s) under Midwest s code. In exchange for SkyWest Airlines obligation to provide the designated number of flights and performing other obligations under the Midwest Services Agreement, Midwest has agreed to pay SkyWest Airlines on a weekly basis a fixed-fee per completed block hour, fixed-fee per completed departure, a fixed-fee for overhead, and a reimbursement of certain direct costs when a new aircraft is delivered. The Midwest Services Agreement provides for incentives or penalties based upon SkyWest Airlines performance, including on-time arrival performance and completion percentage rates. Additionally, Midwest has agreed to reimburse certain of SkyWest Airlines operating costs, including costs related to fuel, landing fees, and catering. In June 2008, the Company was notified that Midwest was in the process of organizing a financial restructuring. The Company reached agreement with Midwest during the quarter to reduce the number of aircraft operating under the Midwest Services Agreement from 21 aircraft to 12 aircraft. As part of the modified terms, the Company agreed to defer a portion of Midwest s weekly payment obligations from July 1, 2008 through November 30, 2008. The amount the Company agreed to defer plus certain amounts Midwest owed to the Company at June 30, 2008, will be payable plus interest by Midwest in four equal quarterly payments starting on August 31, 2009. The total amount the Company has agreed to defer through November 30, 2008 is $8.9 million. Because of the unique modified payment terms associated with the deferred amounts, the Company did not recognize the revenue associated with the deferred payments in the Company s unaudited condensed consolidated statements of income for the three and nine months ended September 30, 2008. The Company did not recognize $4.6 million and $7.7 million of deferred payments for the three and nine months ended September 30, 2008, respectively.

The Company s passenger and ground handling revenues could be impacted by a number of factors, including changes to the Company s code-share agreements with Delta, United or Midwest, contract modifications resulting from contract re-negotiations, the Company s ability to earn incentive payments contemplated under the Company s code-share agreements and Midwest s proposed financial restructuring and reimbursement disputes with our major partners.

Note C Stock Compensation

The fair value of stock options granted by the Company has been estimated as of the grant date using the Black-Scholes option pricing model. The Company accounts for share-based compensation in accordance with Statement of Accounting Standards (SFAS) No. 123(R), *Share-Based Payment* (SFAS No. 123(R)). During the nine month period ended September 30, 2008, the Company granted options to purchase 356,413 shares of common stock under the SkyWest, Inc. Long-Term Incentive Plan (2006 Incentive Plan). The Company did not grant any options to purchase shares of common

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stock during the three months ended September 30, 2008. The following table shows the assumptions used and weighted average fair value for stock option grants during the nine months ended September 30, 2008.

Expected annual dividend rate		0.47%
Risk-free interest rate		2.39%
Average expected life (years)		4.3
Expected volatility of common stock		.264
Forfeiture rate		4.5%
Weighted average fair value of option grants	$	6.32

During the nine-month period ended September 30, 2008, the Company granted 295,919 shares of restricted stock to the Company s employees under the 2006 Incentive Plan. The Company did not grant any shares of restricted stock during the three months ended September 30, 2008. The shares of restricted stock granted under the 2006 Incentive Plan have three-year vesting periods, during which the recipients must remain employed with SkyWest or one of SkyWest s subsidiaries. Additionally, during the nine months ended September 30, 2008, the Company granted 13,304 fully-vested shares of common stock to the Company s directors under the 2006 Incentive Plan. The weighted average fair value of the shares of restricted stock issued to the Company s directors on the date of grant was $25.74 per share.

As required by SFAS No. 123(R), the Company records share-based compensation expense only for those options and shares of restricted stock that are expected to vest. The Company amortizes the estimated fair value of the stock options over the vesting period of the respective stock option grants. During the three months ended September 30, 2008 and 2007, the Company recorded pre-tax share-based compensation expense of $2.9 million and $2.9 million, respectively. During the nine months ended September 30, 2008 and 2007, the Company recorded pre-tax share-based compensation expense of $8.9 million and $10.5 million, respectively.

Note D Net Income Per Common Share

Basic net income per common share (Basic EPS) excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share (Diluted EPS) reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income per common share. During the three months ended September 30, 2008 and 2007 options to acquire 4,211,000 and 1,390,000 shares, respectively, were excluded from the computation of Diluted EPS as their impact was anti-dilutive. During the nine months ended September 30, 2008 and 2007 options to acquire 3,503,000 and 591,000 shares, respectively, were excluded from the computation of Diluted EPS as their impact was anti-dilutive.

The calculation of the weighted average number of common shares outstanding for Basic EPS and Diluted EPS for the periods indicated (in thousands, except per share data) is as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2008	**2007**	**2008**	**2007**
	(Unaudited)		**(Unaudited)**	
Numerator				
Net Income	$ 26,156	$ 42,927	$ 91,731	$ 118,338

Denominator				
Weighted average number of common shares outstanding	57,027	61,942	58,139	63,344
Effect of outstanding stock compensation	655	946	875	1,313
Weighted average number of shares for diluted net income per common share	57,682	62,888	59,014	64,657
Basic earnings per share	$ 0.46	$ 0.69	$ 1.58	$ 1.87
Diluted earnings per share	$ 0.45	$ 0.68	$ 1.55	$ 1.83

Note E Comprehensive Income

The Company reports comprehensive income in accordance with SFAS No. 130, *Reporting Comprehensive Income* (SFAS 130). SFAS 130 establishes standards for reporting and displaying comprehensive income and its components in the

Company s financial statements. Comprehensive income includes charges and credits to stockholders equity that are not the result of transactions with shareholders. Also, comprehensive income consisted of net income plus changes in unrealized appreciation (depreciation) on marketable securities, net of tax, for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(Unaudited)		(Unaudited)	
Net Income	$ 26,156	$ 42,927	$ 91,731	$ 118,338
Unrealized appreciation (depreciation) on marketable securities, net of tax	(765)	457	(901)	174
Comprehensive income	$ 25,391	$ 43,384	$ 90,830	$ 118,512

Note F Long-term Debt

Long-term debt consisted of the following for the periods indicated (in thousands):

	September 30, 2008 (Unaudited)	December 31, 2007
Notes payable to banks, due in semi-annual installments, variable interest based on LIBOR, or with interest rates ranging from 2.75% to 5.60% through 2012 to 2020, secured by aircraft	$ 547,198	$ 577,390
Notes payable to a financing company, due in semi-annual installments, variable interest based on LIBOR, or with interest rates ranging from 2.98% to 7.52% through 2008 to 2021, secured by aircraft	606,256	611,995
Notes payable to banks, due in semi-annual installments plus interest at 6.06% to 7.18% through 2021, secured by aircraft	253,346	265,706
Notes payable to a financing company, due in semi-annual installments plus interest at 5.78% to 6.23% through 2019, secured by aircraft	75,777	80,585
Notes payable to a financing company, due in monthly installments plus interest at 6.47% to 8.18% through 2025, secured by aircraft	264,401	272,475
Notes payable to banks, due in monthly installments plus interest of 6.05% through 2020, secured by aircraft	26,330	27,725
Notes payable to banks, due in semi-annual installments, plus interest at 3.72% to 3.86%, net of the benefits of interest rate subsidies through the Brazilian Export financing program, through 2011, secured by aircraft	6,938	8,569
Notes payable to a bank, due in monthly installments interest based on LIBOR through 2012, interest rate at 7.9% secured by building	6,163	6,505
Long-term debt	$ 1,786,409	$ 1,850,950
Less current maturities	(125,012)	(118,202)
Long-term debt, net of current maturities	$ 1,661,397	$ 1,732,748

At September 30, 2008, the three-month and six-month LIBOR rates were 4.05% and 3.98%, respectively. At December 31, 2007, the three-month and six-month LIBOR rates were 4.70% and 4.60%, respectively.

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Note G Commitments and Contingencies

The Company leases 285 aircraft, as well as airport facilities, office space, and various other property and equipment under non-cancelable operating leases which are generally on a long-term, net rent basis where the Company pays taxes, maintenance, insurance and certain other operating expenses applicable to the leased property. The Company expects that, in the normal course of business, leases that expire will be renewed or replaced by other leases. The following table summarizes future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year as of September 30, 2008 (in thousands):

October through December 2008	$	86,391
2009		324,843
2010		309,221
2011		299,383
2012		299,858
Thereafter		1,771,288
	$	3,090,984

Note H Fair Value Measurements

In September 2006, the Financial Accounting Standards Board (the FASB) issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements. The Company adopted the provisions of SFAS No. 157 as of January 1, 2008, for financial instruments. Although the adoption of SFAS No. 157 did not materially impact the Company s financial condition, results of operations or cash flows, SFAS 157 requires the presentation of the following disclosures in these notes to condensed consolidated financial statements.

SFAS No. 157 describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Some of the Company s marketable securities primarily utilize broker quotes in a non-active market for valuation of these securities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, therefore requiring an entity to develop its own assumptions.

As of September 30, 2008, the Company held certain assets that are required to be measured at fair value on a recurring basis. The Company has invested in auction rate security instruments, which are classified as available for sale securities and reflected at fair value. However, due to recent events in credit markets, the auction events for some of these instruments held by the Company failed during the nine months ended September 30, 2008. Therefore, quoted prices in active markets are no longer available and the Company has estimated the fair values of these securities utilizing a discounted cash flow analysis as of September 30, 2008. These analyses consider, among other items, the collateralization underlying the security investments, the creditworthiness of the counterparty, the timing of expected future cash flows, and the expectation of the next time the security is expected to have a successful auction.

As of September 30, 2008, the Company owned $8.9 million of auction rate security instruments. The majority of the auction rate security instruments held by the Company at September 30, 2008 were tax-exempt municipal bond investments, for which the market has recently had a few successful auctions. For the securities that have announced call dates (approximately $6.3 million), the Company has classified these investments as current and has identified them as Marketable securities on the unaudited Consolidated Balance Sheet as of September 30, 2008. For the securities that have not announced a call date (approximately $2.6 million), the Company has classified the investments as non-current and has identified them as Other assets in the unaudited Consolidated Balance Sheet as of September 30, 2008. The Company has classified these securities as non current due to the Company s belief that the market for these securities may take in excess of twelve months to fully recover. As of September 30, 2008, the Company continued to earn interest on all of its auction rate security instruments. Any future fluctuations in fair value related to these instruments that the Company deems to be temporary, including any recoveries of previous write-downs, would be recorded to accumulated other comprehensive

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income. If the Company determines that any future valuation adjustment was other than temporary, it intends to record a charge to earnings as appropriate.

The Company s assets measured at fair value on a recurring basis subject to the disclosure requirements of SFAS No. 157 at September 30, 2008, were as follows (in thousands):

	Fair Value Measurements as of September 30, 2008			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash, Cash Equivalents and Restricted Cash	$ 162,912	$ 162,912	$	$
Marketable Securities	566,688	28,474	531,917	6,297
Other Assets	2,600			2,600
Total Assets Measured at Fair Value	$ 732,200	$ 191,386	$ 531,917	$ 8,897

Based on market conditions, the Company uses a discounted cash flow valuation methodology for auction rate securities. Accordingly, for purposes of the foregoing condensed consolidated financial statements, these securities were categorized as Level 3 securities within SFAS No. 157 s hierarchy.

The following table presents the Company s assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in SFAS 157 at September 30, 2008 (in thousands):

Fair Value Measurements Using Significant Unobservable Inputs
(Level 3)

	Auction Rate Securities
Transferred in during the period of adoption	$ 123,600
Total realized and unrealized gains or (losses)	
Included in earnings	
Included in other comprehensive income	(3)
Settlements	(114,700)
Balance at September 30, 2008	$ 8,897

Note I Investment in Other Companies

On September 4, 2008, the Company announced its intention to acquire a 20% interest in Brazilian regional airline, Trip Linhas Aereas (Trip), for $30 million. As of September 30, 2008, the Company made an investment of $5 million for a 6.7% interest in Trip, which is recorded as an Other assets on the Company s unaudited consolidated balance sheet. If Trip meets or exceeds certain financial targets, the Company is scheduled to make an additional $15 million investment on March 1, 2009 and another $10 million investment on March 1, 2010. The Company accounts for its interest in Trip using the equity method of accounting. The Company records its equity in Trip s earnings on a one-quarter lag.

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Note J Legal Matters

The Company is subject to certain legal actions which it considers routine to its business activities. As of September 30, 2008, management believes, after consultation with legal counsel, that the ultimate outcome of such legal matters is not likely to have a material adverse effect on the Company s financial position, liquidity or results of operations. However, the following is a significant outstanding legal matter.

ASA and SkyWest Airlines v. Delta Air Lines

During the quarter ended December 31, 2007, Delta notified the Company, SkyWest Airlines and ASA of a dispute under the Delta Connection Agreements executed by Delta with SkyWest Airlines and ASA. The dispute relates to allocation of liability for certain irregular operations (IROP) expenses that are paid by SkyWest Airlines and ASA to their passengers under certain situations. As a result, Delta withheld a combined total of approximately $25 million (pretax) from one of the weekly scheduled wire payments to SkyWest and ASA during December 2007. Delta continues to withhold a portion of the funds the Company believes are payable as weekly scheduled wire payments to SkyWest and ASA. As of September 30, 2008, the Company had recognized a total of $32.4 million of revenue associated with the funds withheld by Delta. On February 1, 2008, SkyWest Airlines and ASA filed a lawsuit in Georgia state court disputing Delta s treatment of the matter (the Complaint). Delta filed an Answer to the Complaint and a Counterclaim against SkyWest Airlines and ASA on March 24, 2008. Delta s Counterclaim alleges that ASA and SkyWest Airlines breached the Delta Connection Agreements by invoicing Delta for the IROP expenses that were paid pursuant to Delta s policies, and claims only a portion of those expenses may be invoiced to Delta. Delta seeks unspecified damages in its Counterclaim.

On March 24, 2008, Delta also filed a Motion to Dismiss the Complaint. A hearing on the Motion was held June 5, 2008. In an order entered June 13, 2008, the Court granted in part and denied in part the Motion to Dismiss. The Court denied the Motion to Dismiss with respect to the breach of contract claim contained in the Complaint. The Court denied in part the Motion to Dismiss with respect to the action for declaratory judgment contained in the Complaint, and granted in part the Motion to Dismiss to the extent the Complaint seeks to read alternative or supplemental obligations created by prior conduct into the Connection Agreements. The Court granted the Motion to Dismiss with respect to claims for estoppel, unilateral mistake, and mutual mistake contained in the Complaint. SkyWest Airlines and ASA currently intend to vigorously pursue their claims set forth in the Complaint, to the extent permitted by the Court s ruling on the Motion to Dismiss, and their defenses to Delta s counterclaims.

The Company has evaluated the Delta dispute in accordance with the provisions of Financial Accounting Standards Board No. 5 (FASB No.5), Accounting for Contingencies. Based on the provisions of FASB No. 5, an estimated loss is accrued if the loss is probable and reasonably estimable. Because these conditions have not been satisfied, the Company has not recorded a loss in the condensed consolidated financial statements as of September 30, 2008.

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ITEM 2: MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis presents factors that had a material effect on the results of operations of SkyWest, Inc. (SkyWest we or us) during the three and nine months ended September 30, 2008 and 2007. Also discussed is our financial position as of September 30, 2008 and December 31, 2007. You should read this discussion in conjunction with our condensed consolidated financial statements for the three and nine months ended September 30, 2008, including the notes thereto, appearing elsewhere in this Report. This discussion and analysis contains forward-looking statements. Please refer to the following section entitled Cautionary Statement Concerning Forward-Looking Statements and Part II. Item IA Risk Factors below for discussion of the uncertainties, risks and assumptions associated with these statements.

Cautionary Statement Concerning Forward-Looking Statements

Certain of the statements contained in this Report should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, could, should, hope, likely, and continue and similar terms used in connection with statements re SkyWest s outlook, the revenue environment, SkyWest s contract relationships, and SkyWest s expected financial performance. These statements include, but are not limited to, statements about SkyWest s future growth and development plans, including SkyWest s future financial and operating results, SkyWest s plans for SkyWest Airlines and ASA, SkyWest s objectives, expectations and intentions, and other statements that are not historical facts. You should also keep in mind that all forward-looking statements are based on SkyWest s existing beliefs about present and future events outside of SkyWest s control and on assumptions that may prove to be incorrect. If one or more risks identified in this Report materializes, or any other underlying assumption proves incorrect, SkyWest s actual results will vary, and may vary materially from those anticipated, estimated, projected, or intended.

There may be other factors not identified above of which SkyWest is not currently aware that may affect matters discussed in the forward-looking statements, and may also cause actual results to differ materially from those discussed. SkyWest assumes no obligation to publicly update any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these statements other than as required by law.

Overview

Through our wholly-owned subsidiaries, SkyWest Airlines, Inc. (SkyWest Airlines) and Atlantic Southeast Airlines, Inc. (ASA), we operate the largest regional airline in the United States. As of September 30, 2008, SkyWest Airlines and ASA offered scheduled passenger and air freight service with approximately 2,300 total daily departures to 218 destinations in the United States, Canada, Mexico and the Caribbean. Additionally, we provide ground handling services for approximately eight other airlines. As of September 30, 2008, our consolidated fleet consisted of 440 aircraft, including 250 Bombardier CRJ200 Regional Jets (CRJ200s) (67 assigned to United Air Lines, Inc. (United), 162 assigned to Delta Air Lines, Inc. (Delta), 12 assigned to Midwest Airlines, Inc. (Midwest) and 9 assigned to SkyWest Airlines, Inc.), 104 Bombardier CRJ700 Regional Jets (CRJ700s) (52 assigned to United and 52 assigned to Delta), 17 Bombardier CRJ900 Regional Jets (CRJ900s) (all assigned to Delta), 57 Embraer EMB-120 Brasilia turboprops (Brasilia turboprops) (44 assigned to United and 13 assigned to Delta), and 12 Avions de Transport 72-210 turboprops (ATR-72 turboprops) (all assigned to Delta). We believe our success in attracting multiple contractual relationships with major airline partners is attributable to our delivery of high-quality customer service with an all cabin-class fleet at a competitive cost structure. For the nine months ended September 30, 2008, approximately 56.5% of our aggregate capacity was operated under the Delta code, approximately 39.8% was operated under the United code and approximately 3.7% was operated under the Midwest code.

SkyWest Airlines has been a partner with Delta in Salt Lake City and United in Los Angeles since 1987 and 1997, respectively. In 1998, SkyWest Airlines expanded its relationship with United to provide service in Portland, Seattle/Tacoma, San Francisco and additional Los Angeles markets. In 2004, SkyWest Airlines expanded its United Express operations to provide service in Chicago. In December 2006, SkyWest Airlines and Midwest entered into an Airline Services Agreement (the Midwest Services Agreement). SkyWest Airlines serves markets from Midwest s hubs in Milwaukee and Kansas City. As of September 30, 2008, SkyWest Airlines operated as a Delta Connection carrier in Salt Lake City, a United Express carrier in Los Angeles, San Francisco, Denver, Chicago and the Pacific Northwest, and a Midwest Connect carrier in

Milwaukee and Kansas City operating more than 1,550 total daily flights.

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ASA has been a code-share partner with Delta in Atlanta since 1984. ASA expanded its operations as a Delta Connection carrier to also include Cincinnati and Salt Lake City in September 2002 and April 2003, respectively. ASA operates approximately 715 daily flights, all in the Delta Connection system.

We provide a substantial majority of the regional airline service for Delta in Atlanta and Salt Lake City. In connection with our acquisition of ASA in September 2005, we established new, separate, but substantially similar, long-term fixed-fee Delta Connection Agreements with Delta for both SkyWest Airlines and ASA. We also obtained the right to use 29 gates in the Hartsfield-Jackson International Airport located in Atlanta, from which we currently provide service to Delta. Delta has also agreed that if Delta solicits requests for proposals to fly Delta Connection regional aircraft, ASA will be permitted to bid to maintain the same percentage of total Delta Connection regional jet flights that it operated during 2007, and, if ASA does not achieve the winning bid for the proposed flying, ASA will be permitted to match the terms of the winning bid to the extent necessary for ASA to maintain its percentage of Delta Connection regional jet flying that it operated during 2007.

Historically, multiple contractual relationships have enabled us to reduce reliance on any single major airline code and to enhance and stabilize operating results through a mix of contract flying and our controlled or pro-rate flying. For the nine months ended September 30, 2008, contract flying revenue and pro-rate revenue represented approximately 97% and 3%, respectively, of our total passenger revenues. On contract routes, the major airline partner controls scheduling, ticketing, pricing and seat inventories and we are compensated by the major airline partner at contracted rates based on the completed block hours, flight departures and other operating measures. On pro-rate flights, we control scheduling, ticketing, pricing and seat inventories and receive a pro-rated portion of passenger fares. As of September 30, 2008, essentially all of our Brasilia turboprops flown for Delta were flown under pro-rate arrangements, while approximately 59% of our Brasilia turboprops flown in the United system were flown under contractual arrangements, with the remaining 41% flown under pro-rate arrangements.

Financial Highlights

We had revenues of $934.1 million for the three months ended September 30, 2008, a 6.7% increase, compared to revenues of $875.6 million for the three months ended September 30, 2007. We had net income of $26.2 million for the three months ended September 30, 2008, a decrease of 39.1%, or $0.45 per diluted share compared to $42.9 million of net income or $0.68 per diluted share, for the three months ended September 30, 2007.

The significant items affecting our financial performance during the third quarter of 2008 are outlined below:

In June 2008, we were notified that Midwest was in the process of organizing a financial restructuring. We reached agreement with Midwest during the quarter to reduce the number of aircraft operating under the Midwest Services Agreement from 21 aircraft to 12 aircraft. As part of the modified terms, we agreed to defer a portion of Midwest s weekly payment obligations from July 1, 2008 through November 30, 2008. The amount we agreed to defer plus certain amounts Midwest owed to us at June 30, 2008 will be payable plus interest by Midwest in four equal quarterly payments starting on August 31, 2009. Because of the unique modified payment terms associated with the deferred amounts, we did not recognize the revenue associated with the deferred payments in our unaudited condensed consolidated statements of income for the three and nine months ended September 30, 2008. We did not recognize $4.6 million and $7.7 million of deferred payments for the three and nine months ended September 30, 2008, respectively.

Our operating subsidiaries, SkyWest Airlines and ASA, have experienced a reduction in the block hours scheduled by their major partners under their code-sharing agreements. This reduction in block hours has reduced the profitability of SkyWest Airlines and ASA under those agreements. The financial impact of block hour reductions, imposed by our major partners, during the three months ended September 30, 2008 was larger than we originally anticipated.

We are at risk for increased fuel prices on our pro-rate flying operations, whereby we receive a pro-rated portion of the passenger fare as revenue. As of September 30, 2008, we operated a total of 33 Brasilia turboprops under separate pro-rate agreements with Delta and United. During the quarter ended September 30, 2008, the cost of fuel associated with the pro-rate operations increased approximately $2.2 million (pre-tax) compared to the prior period.

Our maintenance costs increased $25.6 million, or 25.3%, during the three months ended September 30, 2008, compared to the three months ended September 30, 2007. The increase was primarily related to the timing of engine overhaul events. Our engine overhaul expense increased approximately $16.1 million during the three months ended September 30, 2008 compared to the three months ended September 30, 2007. The majority of the engine overhauls related to aircraft operated under our Delta Connection Agreements and we were reimbursed for such engine overhaul costs by

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Delta. Such reimbursements are reflected as passenger revenue in our unaudited condensed consolidated statements of income. The increase in maintenance, excluding engine overhaul costs was principally due, in large part, to other scheduled maintenance events. Additionally, since September 30, 2007, we added four used CRJ200s and two used CRJ700s to our fleet. Compared to new aircraft, used aircraft typically experience higher maintenance costs during the first year of service.

We had revenues of $2.75 billion for the nine months ended September 30, 2008, a 9.3% increase, compared to revenues of $2.52 billion for the nine months ended September 30, 2007. We had net income of $91.7 million for the nine months ended September 30, 2008, a decrease of 22.5%, or $1.55 per diluted share compared to $118.3 million of net income or $1.83 per diluted share, for the nine months ended September 30, 2007.

Total ASMs for the nine months ended September 30, 2008 decreased 7.1%, compared to the nine months ended September 30, 2007, primarily as a result of our major partners decreasing the utilization of our aircraft and a reduction in the number of aircraft we operated for Midwest. During the nine months ended September 30, 2008, we generated 16.9 billion ASMs, compared to 17.2 billion ASMs during the same period of 2007.

At September 30, 2008, we had approximately $729.6 million in cash and cash equivalents, restricted cash and marketable securities, compared to approximately $660.4 million as of December 31, 2007.

Outlook

On October 12, 2007, we announced that SkyWest Airlines plans to acquire 22 additional regional jet aircraft through 2010, 18 of which SkyWest Airlines intends to operate for United Express, as part of an aircraft transition plan. We believe this transition plan will allow United Express to remove 23 30-seat Brasilia turboprops from the contract reimbursement model in the United Express Agreement and add 66 seat regional jet aircraft for United Express flying. Generally, the turboprop removals are intended to occur in conjunction with deliveries of new regional jet aircraft in order to ensure a smooth transition in existing markets. Additionally, SkyWest Airlines intends to exchange four 50-seat CRJ200s for four CRJ900s configured with 76 seats in its Delta Connection operations. On November 30, 2007, we announced that we placed a firm order for 22 aircraft with Bombardier Aerospace (Bombardier). We are scheduled to take delivery of these aircraft beginning in the fourth quarter of 2008 and continue through the first quarter of 2010.

Critical Accounting Policies

Our significant accounting policies are summarized in Note 1 to our consolidated financial statements for the year ended December 31, 2007, which are presented in our Annual Report on Form 10-K filed with the SEC on February 26, 2008, except as updated below. Critical accounting policies are those policies that are most important to the preparation of our consolidated financial statements and require management s subjective and complex judgments due to the need to make estimates about the effect of matters that are inherently uncertain. Our critical accounting policies relate to revenue recognition, aircraft maintenance, aircraft leases, impairment of long-lived assets and intangibles and stock-based compensation expense. The application of these accounting policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results will differ, and could differ materially from such estimates.

Fair value

We have adopted Statement of Financial Accounting Standard (SFAS) No. 157 Fair Value Measurements (SFAS 157) as it applies to financial assets and liabilities effective January 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles (GAAP) and enhances disclosures about fair value measurements. Fair value is defined under SFAS 157 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. For additional information on the fair value of certain financial assets and liabilities, see Note H to our unaudited condensed consolidated financial statements.

Under SFAS 157, we utilize several valuation techniques in order to assess the fair value of our financial assets and liabilities. Our cash and cash equivalents primarily utilize quoted prices in active markets for identical assets or liabilities.

We have valued non-auction rate marketable securities using quoted prices in active markets for identical assets or liabilities. If a quoted price is not available, we utilize broker quotes in a non-active market for valuation of these securities. For auction-rate security instruments, quoted prices in active markets are no longer available. As a result, we have estimated the fair values of these securities utilizing a discounted cash flow.

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Results of Operations

Three Months Ended September 30, 2008 and 2007

Operational Statistics. The following table sets forth our major operational statistics and the associated percentages-of-change for the periods identified below.

	For the three months ended September 30,		
	2008	**2007**	**% Change**
Revenue passenger miles (000)	4,435,755	4,811,282	(7.8)%
Available seat miles (ASMs) (000)	5,629,121	6,059,501	(7.1)%
Block hours	348,522	376,999	(7.6)%
Departures	225,253	235,974	(4.5)%
Passengers carried	8,738,704	9,137,212	(4.4)%
Passenger load factor	78.8%	79.4%	(0.6)pts
Revenue per available seat mile	16.6¢	14.5¢	14.5%
Cost per available seat mile	15.9¢	13.5¢	17.8%
Fuel cost per available seat mile	6.5¢	4.7¢	38.3%
Average passenger trip length (miles)	508	527	(3.6)%

Revenues. Operating revenues increased $58.5 million, or 6.7% during the three months ended September 30, 2008, compared to three months ended September 30, 2007. We are reimbursed for our actual fuel costs by our major partners under our contract flying arrangements, which we record as revenue. Under the Delta Connection Agreements which SkyWest Airlines and ASA have entered into with Delta (the Delta Connection Agreements), we are reimbursed for our engine overhaul expenses, which we record as revenue. The following table summarizes the amount of fuel and engine overhaul reimbursements included in our passenger revenues (dollar amounts in thousands).

	Three months ended September 30,			
	2008	**2007**	**$ Change**	**% Change**
				&nb