

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): **April 26, 2024**



SOUTHWEST AIRLINES CO.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction
of incorporation)

1-7259

(Commission
File Number)

74-1563240

(I.R.S. Employer
Identification No.)

P. O. Box 36611

Dallas, Texas

(Address of principal executive
offices)

75235-1611

(Zip Code)

Registrant's telephone number, including area code: **(214) 792-4000**

Not Applicable

Former name or former address, 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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock (\$1.00 par value)	LUV	New York Stock Exchange

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 ☐

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. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On April 26, 2024, Mark R. Shaw, Executive Vice President & Chief Legal & Regulatory Officer and Corporate Secretary of Southwest Airlines Co. (the “Company”), submitted his resignation from his positions of Executive Vice President & Chief Legal & Regulatory Officer and Corporate Secretary, effective June 1, 2024.

Item 7.01. Regulation FD Disclosure.

On May 1, 2024, the Company issued a press release announcing Mr. Shaw’s resignation and his successors. The press release is furnished herewith as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

99.1 [Registrant’s Press Release](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

SOUTHWEST AIRLINES CO.

May 1, 2024

By: /s/ Tammy Romo

Tammy Romo

Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)

Leadership Announcement



SOUTHWEST AIRLINES ANNOUNCES LEADERSHIP UPDATES

DALLAS—May 1, 2024—**Southwest Airlines Co.** (NYSE: LUV) announced today that Executive Vice President & Chief Legal & Regulatory Officer & Corporate Secretary [Mark Shaw](#) has decided to move to an Executive Advisor role, effective June 1.

Shaw joined Southwest Airlines® nearly 24 years ago. Throughout his career, he's guided the Company and its Board of Directors through complex legal challenges from acquiring AirTran Airways and parent AirTran Holdings to the numerous policy and regulatory issues during the COVID-19 pandemic, including leading the legal aspects of multiple financings and the Company's participation in the Payroll Support Program under the CARES Act.

With Shaw's transition, Senior Vice President & Chief Corporate Affairs Officer [Jason Van Eaton](#) is promoted to Executive Vice President, Chief Regulatory & Corporate Affairs Officer, effective June 1. In this role, Van Eaton's duties will include legislative and regulatory policy oversight, airline airport relationships management, facility construction and maintenance, corporate security, and real estate planning. He'll oversee the Company's Airport Affairs, Facilities, Governmental Affairs, Legal, and Real Estate Departments.

Van Eaton joined Southwest® in May 2015 and was named Senior Vice President & Chief Corporate Affairs Officer in 2018. Before landing at Southwest, he held positions in the U.S. Senate for 13 years before founding a consulting services company he managed for eight years. Van Eaton received his bachelor's degree from Texas Christian University.

Additionally, Vice President Legal—Corporate & Transactions [Jeff Novota](#) is promoted to Vice President General Counsel & Corporate Secretary, effective June 1. In this role, Novota will lead Southwest's Legal Department, overseeing all legal functions across various practice areas, including corporate governance, securities, compliance, commercial transactions,

general corporate, labor and employment, and litigation matters. He'll also provide legal advice and strategic guidance to the Company's Senior Management Committee and Board of Directors.

Before joining Southwest in 2011, Novota was a practicing attorney at a Chicago law firm, concentrating on transportation finance and regulatory matters. He received his J.D. from Indiana University and his Bachelor of Science from Purdue University. He also holds an FAA commercial multi-engine pilot certificate.

"We appreciate Mark's many years of dedicated service at Southwest, and we're delighted he'll continue to serve as an Executive Advisor. Mark's trusted counsel and Leadership helped us navigate many triumphs and challenges throughout his career," said Southwest Airlines President & Chief Executive Officer Bob Jordan. "As Jason and Jeff step into their new roles, the proven expertise and extensive experience they each possess, along with Mark's continued guidance, will result in a seamless and successful transition."

ABOUT SOUTHWEST AIRLINES CO.

[Southwest Airlines Co.](https://www.southwest.com) operates one of the world's most admired and awarded airlines, offering its one-of-a-kind value and Hospitality at 121 airports across 11 countries. Southwest took flight in 1971 to democratize the sky through friendly, reliable, and low-cost air travel and now carries more air travelers flying nonstop within the United States than any other airline¹. Based in Dallas and famous for an Employee-first corporate Culture, Southwest maintains an unprecedented record of no involuntary furloughs or layoffs in its history. By empowering its more than 74,000² People to deliver unparalleled Hospitality, the maverick airline cherishes a passionate loyalty among more than 137 million Customers carried in 2023. That formula for success brought industry-leading prosperity and 47 consecutive years³ of profitability for Southwest Shareholders (NYSE: LUV). Southwest leverages a unique legacy and mission to serve communities around the world including harnessing the power of its People and Purpose to put communities at the Heart of its success. Learn more by visiting [Southwest.com/citizenship](https://www.southwest.com/citizenship). As the airline with Heart, Southwest has set a goal to work toward achieving net zero carbon emissions by 2050⁴. Southwest has also set near-term targets and a three-pillar strategy to achieve its environmental goals. Learn more by visiting [Southwest.com/planet](https://www.southwest.com/planet).

¹Based on U.S. Dept. of Transportation quarterly Airline Origin & Destination Survey since Q1 2021

²Fulltime-equivalent active Employees

³1973-2019 annual profitability

⁴ Our net zero by 2050 goal includes Scope 1, Scope 2, and Scope 3 Category 3 emissions only and excludes any emissions associated with non-fuel products and services, such as inflight service items.

Media Contacts:

Visit the Southwest Newsroom at swamedia.com for multimedia assets and other Company news.

Media Relations Team: 214-792-4847, option 1

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