
**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): February 17, 2025



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 2.05 Costs Associated with Exit or Disposal Activities.

On February 17, 2025, Southwest Airlines Co. (the “Company”) announced a planned reduction in workforce (the “Reduction”) intended to reduce operating costs, increase efficiency, and create a leaner and more agile organization as part of the Company’s transformational plan. The Reduction is focused almost entirely on corporate overhead and leadership positions. The Company committed to the Reduction on February 5, 2025, and on February 17, 2025, the Company informed Employees of the Reduction, which provides for a reduction of the Company’s current workforce by approximately 1,750 Employee roles, or 15% of corporate positions. Separations associated with the Reduction are expected to be substantially complete by the end of second quarter 2025.

As a result of the Reduction, the Company estimates partial year 2025 savings to be approximately \$210 million and full-year 2026 savings of approximately \$300 million. These savings exclude an expected one-time GAAP pre-tax charge in first quarter 2025 in the range of \$60 million to \$80 million, substantially all of which is expected to be related to severance payments and post-employment benefits, which the Company expects to treat as a special item. One-time costs may vary based on specific Employee elections during the Reduction. The majority of the associated future cash expenditures are expected to take place in second quarter 2025. This action was contemplated with the cost guidance provided in the Company’s fourth quarter 2024 financial results on January 30, 2025.

Item 7.01 Regulation FD Disclosure.

On February 17, 2025, the Company issued a press release announcing the Reduction. A copy of 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 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 into 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 [Press Release, dated February 17, 2025.](#)

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

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Specific forward-looking statements include, without limitation, statements related to (i) the Company's intentions to reduce operating costs, increase efficiency, and create a leaner, faster, and more agile organization; (ii) the Company's expectations with respect to its transformational plan; (iii) the Company's estimates related to timing and number of separations, Employee elections, one-time severance payments, and post-employment benefits; (iv) the Company's expectations related to future cash expenditures, including the factors and assumptions underlying the Company's expectations; (v) the Company's expectations with respect to savings associated with the reduction in workforce actions; and (vi) the Company's financial and operational outlook, expectations, goals, plans, targets, and projected results of operations, and including factors and assumptions underlying the Company's expectations and projections. These forward-looking statements are based on the Company's current estimates, intentions, beliefs, expectations, goals, strategies, and projections for the future and are not guarantees of future performance. Forward-looking statements involve risks, uncertainties, assumptions, and other factors that are difficult to predict and that could cause actual results to vary materially from those expressed in or indicated by them. Factors include, among others, (i) the impact of fears or actual outbreaks of diseases, extreme or severe weather and natural disasters, actions of competitors (including, without limitation, pricing, scheduling, capacity, and network decisions, and consolidation and alliance activities), consumer perception, economic conditions, banking conditions, fears or actual acts of terrorism or war, sociodemographic trends, and other factors beyond the Company's control, on consumer behavior and the Company's results of operations and business decisions, plans, strategies, and results; (ii) the Company's ability to timely and effectively implement, transition, operate, and maintain the necessary information technology systems and infrastructure to support its operations and initiatives, including with respect to revenue management and assigned and premium seating; (iii) the Company's ability to obtain and maintain adequate infrastructure and equipment to support its operations and initiatives; (iv) the impact of fuel price changes, fuel price volatility, volatility of commodities used by the Company for hedging jet fuel, and any changes to the Company's fuel hedging

strategies and positions, on the Company's business plans and results of operations; (v) the Company's dependence on The Boeing Company ("Boeing") and Boeing suppliers with respect to the Company's aircraft deliveries, Boeing MAX 7 aircraft certifications, fleet and capacity plans, operations, maintenance, strategies, and goals; (vi) the Company's dependence on the Federal Aviation Administration with respect to safety approvals for the new cabin layout and the certification of the Boeing MAX 7 aircraft; (vii) the Company's dependence on other third parties, in particular with respect to its technology plans, its plans and expectations related to revenue management, operational reliability, fuel supply, maintenance, Global Distribution Systems, environmental sustainability, and the impact on the Company's operations and results of operations of any third party delays or nonperformance; (viii) the Company's ability to timely and effectively prioritize its initiatives and focus areas and related expenditures; (ix) the impact of labor matters on the Company's business decisions, plans, strategies, and results; (x) the impact of governmental regulations and other governmental actions on the Company's business plans, results, and operations; (xi) the Company's dependence on its workforce, including its ability to employ and retain sufficient numbers of qualified Employees with appropriate skills and expertise to effectively and efficiently maintain its operations and execute the Company's plans, strategies, and initiatives; (xii) the cost and effects of the actions of activist shareholders; and (xiii) other factors, as described in the Company's filings with the Securities and Exchange Commission, including the detailed factors discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

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.

February 17, 2025

By: /s/ Jeff Novota

Jeff Novota

General Counsel & Corporate Secretary

Southwest Airlines Announces Reduction in Corporate Overhead Workforce*Airline implements workforce reduction in corporate and leadership roles*

DALLAS—Feb. 17, 2025—[Southwest Airlines Co.](#) (NYSE: LUV) (the “Company”) today announced a reduction in its workforce to create a leaner and more agile organization as part of the airline’s transformational plan.

The workforce reduction of approximately 1,750 Employee roles is focused almost entirely on corporate overhead and leadership positions and represents approximately 15% of corporate positions, including senior leadership and directors. Eleven senior leadership positions (Vice President and above), also representing 15% of the Company’s senior management committee, will be eliminated as part of this restructuring. Separations will be substantially complete by the end of second quarter 2025.

“This decision is unprecedented in our 53-year history, and change requires that we make difficult decisions. We are at a pivotal moment as we transform Southwest Airlines into a leaner, faster, and more agile organization,” said Bob Jordan, President, Chief Executive Officer & Vice Chairman of the Board of Directors. “I arrived at this decision thoughtfully and carefully, knowing how hard it will be to say goodbye to colleagues who have been a significant part of our Southwest Culture and accomplishments. I’m grateful to all Southwest Employees who have shared in our legendary history and to those that will guide us into the next era of Southwest Airlines.”

As a result of this workforce reduction, the Company estimates partial year 2025 savings to be approximately \$210 million and full-year 2026 savings to be approximately \$300 million. These savings exclude an expected one-time charge in first quarter 2025 in the range of \$60 million to \$80 million, substantially all of which is related to severance payments and post-employment benefits, which the Company expects to treat as a special item. One-time costs will vary based on specific Employee elections during the workforce reduction. The Company will continue to report on additional cost-savings actions as 2025 progresses.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Specific forward-looking statements include, without limitation, statements related to (i) the Company's intentions to create a leaner, faster, and more agile organization; (ii) the Company's expectations with respect to its transformational plan; (iii) the Company's estimates related to timing and number of separations, Employee elections, one-time severance payments, and post-employment benefits; (iv) the Company's expectations related to future cash expenditures, including the factors and assumptions underlying the Company's expectations; (v) the Company's expectations with respect to savings associated with the reduction in workforce actions; and (vi) the Company's financial and operational outlook, expectations, goals, plans, targets, and projected results of operations, and including factors and assumptions underlying the Company's expectations and projections. These forward-looking statements are based on the Company's current estimates, intentions, beliefs, expectations, goals, strategies, and projections for the future and are not guarantees of future performance. Forward-looking statements involve risks, uncertainties, assumptions, and other factors that are difficult to predict and that could cause actual results to vary materially from those expressed in or indicated by them. Factors include, among others, (i) the impact of fears or actual outbreaks of diseases, extreme or severe weather and natural disasters, actions of competitors (including, without limitation, pricing, scheduling, capacity, and network decisions, and consolidation and alliance activities), consumer perception, economic conditions, banking conditions, fears or actual acts of terrorism or war, sociodemographic trends, and other factors beyond the Company's control, on consumer behavior and the Company's results of operations and business decisions, plans, strategies, and results; (ii) the Company's ability to timely and effectively implement, transition, operate, and maintain the necessary information technology systems and infrastructure to support its operations and initiatives, including

with respect to revenue management and assigned and premium seating; (iii) the Company's ability to obtain and maintain adequate infrastructure and equipment to support its operations and initiatives; (iv) the impact of fuel price changes, fuel price volatility, volatility of commodities used by the Company for hedging jet fuel, and any changes to the Company's fuel hedging strategies and positions, on the Company's business plans and results of operations; (v) the Company's dependence on The Boeing Company ("Boeing") and Boeing suppliers with respect to the Company's aircraft deliveries, Boeing MAX 7 aircraft certifications, fleet and capacity plans, operations, maintenance, strategies, and goals; (vi) the Company's dependence on the Federal Aviation Administration with respect to safety approvals for the new cabin layout and the certification of the Boeing MAX 7 aircraft; (vii) the Company's dependence on other third parties, in particular with respect to its technology plans, its plans and expectations related to revenue management, operational reliability, fuel supply, maintenance, Global Distribution Systems, environmental sustainability, and the impact on the Company's operations and results of operations of any third party delays or nonperformance; (viii) the Company's ability to timely and effectively prioritize its initiatives and focus areas and related expenditures; (ix) the impact of labor matters on the Company's business decisions, plans, strategies, and results; (x) the impact of governmental regulations and other governmental actions on the Company's business plans, results, and operations; (xi) the Company's dependence on its workforce, including its ability to employ and retain sufficient numbers of qualified Employees with appropriate skills and expertise to effectively and efficiently maintain its operations and execute the Company's plans, strategies, and initiatives; (xii) the cost and effects of the actions of activist shareholders; and (xiii) other factors, as described in the Company's filings with the Securities and Exchange Commission, including the detailed factors discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

ABOUT SOUTHWEST AIRLINES CO.

Southwest Airlines Co. operates one of the world's most admired and awarded airlines, offering its one-of-a-kind value and Hospitality at 117 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. By empowering its more than 72,000² People to deliver unparalleled Hospitality, the maverick airline cherishes a passionate loyalty among more than 140 million Customers carried in 2024. 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://southwest.com/citizenship)**.

1. Based on U.S. Dept. of Transportation quarterly Airline Origin & Destination Survey since Q1 2021
2. Fulltime-equivalent active Employees as of Dec. 31, 2024

Media Contacts:

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