

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form CB

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**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**  
**(Amendment No. 1)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	<input type="checkbox"/>

**Note:** Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

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**LATAM Airlines Group S.A.**  
**(Name of Subject Company)**

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Not Applicable  
**(Translation of Subject Company's Name into English (if applicable))**

Republic of Chile  
**(Jurisdiction of Subject Company's Incorporation or Organization)**

Delta Air Lines, Inc.  
**(Name of Person(s) Furnishing Form)**

Shares of Common Stock  
**(Title of Class of Subject Securities)**

Not Applicable  
**(CUSIP Number of Class of Securities (if applicable))**

Juan Carlos Mencia  
LATAM Airlines Group S.A.  
Presidente Riesco 7561114, 20<sup>th</sup> Floor  
Las Condes, Santiago  
Chile  
Telephone: +56 22 565 3953  
**(Name, Address (including zip code) and Telephone Number (including area code)  
of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)**

Copies to:

Peter Carter  
Executive Vice President & Chief Legal Officer  
Delta Air Lines, Inc.  
1030 Delta Boulevard  
Atlanta, GA 30354  
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Werner Ahlers  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004  
Telephone: +1 212 558 4000

November 27, 2019  
**(Date Tender Offer/Rights Offering Commenced)**

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## PART I - INFORMATION SENT TO SECURITY HOLDERS

### Item 1. Home Jurisdiction Documents

- (a) The following documents are attached as an exhibit to this Form CB:
- (i) English translation of the Prospectus, dated November 27, 2019.\*
  - (ii) English translation of the Notice of Commencement, originally published in Spanish in the online newspapers *La Nación* and *El Libero* on November 26, 2019.\*
  - (iii) Notice to U.S. Stockholders of LATAM Airlines Group S.A.\*
  - (iv) ADS Letter of Transmittal.\*
  - (v) Summary newspaper advertisement published in the *Wall Street Journal* on November 27, 2019.\*
  - (vi) English translation of the Amendment to the Prospectus, dated December 6, 2019.
- (b) Not applicable.
- \* Previously furnished to the Securities and Exchange Commission by Delta Air Lines, Inc. on Form CB on November 27, 2019.

### Item 2. Informational Legends

Not applicable.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

**PART III - CONSENT TO SERVICE OF PROCESS**

Not applicable.

#### **PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Delta Air Lines, Inc.**

/s/ Peter Carter

Name: Peter Carter

Title: Executive Vice President & Chief Legal Officer  
(Name and Title)

December 6, 2019

(Date)

## Exhibit Index

Exhibit No.	Description
1(a)(i)	<a href="#"><u>English translation of the Prospectus, dated November 27, 2019.</u></a> *
1(a)(ii)	<a href="#"><u>English translation of the Notice of Commencement, originally published in Spanish in the online newspapers <i>La Nación</i> and <i>El Libero</i> on November 26, 2019.</u></a> *
1(a)(iii)	<a href="#"><u>Notice to U.S. Stockholders of LATAM Airlines Group S.A.</u></a> *
1(a)(iv)	<a href="#"><u>ADS Letter of Transmittal.</u></a> *
1(a)(v)	<a href="#"><u>Summary newspaper advertisement published in the <i>Wall Street Journal</i> on November 27, 2019.</u></a> *
1(a)(vi)	English translation of the Amendment to the Prospectus, dated December 6, 2019.
*	Previously furnished to the Securities and Exchange Commission by Delta Air Lines, Inc. on Form CB on November 27, 2019.

This Amendment to the Prospectus is a free translation to English, prepared only for the convenience of the reader, of the Prospectus published in the Republic of Chile in Spanish. The original Spanish version shall prevail in case of any discrepancy with this free translation to English.

PROSPECTUS AMENDMENT

TENDER OFFER TO ACQUIRE UP TO 20% OF THE OUTSTANDING SHARES

OF

**LATAM AIRLINES GROUP S.A.**

A PUBLICLY HELD CORPORATION REGISTERED IN THE SECURITIES REGISTRY UNDER N° 306

BY

**DELTA AIR LINES, INC.**

A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE, UNITED STATES OF AMERICA

On November 26, 2019, Delta Air Lines, Inc. (the “Offeror”) informed the public about the commencement of a tender offer to acquire (the “Offer”) up to 20% of the total issued, subscribed and paid-in shares of LATAM Airlines Group S.A., making publicly available copies of the prospectus of said Offer in accordance with the provisions of article 203 of Law N° 18,045 of Securities Market (the “Prospectus”).

The Offeror hereby amends certain sections of the Prospectus as indicated below:

1. In letter (c), section 2.4 (“*Related parties or affiliates of the Offeror*”), the reference to “*Hankin KAL Corp. (Japan)*” should read “***Hanjin KAL Corp. (Republic of Korea)***”.
2. In the final part of section 4.2 (“*Financial information*”), notes (1) and (2) regarding the liquidity, indebtedness and profitability ratios of the Offeror reported in the corresponding chart are replaced by the following:

“(1) Available funds estimated as cash and cash equivalents, **short-term investments**, and accounts receivable.

(2) Debt includes debt and financial leases, accounts payable, accrued salaries and employee benefits, post-employment benefits and pensions, **and fuel card obligations**”.

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