

SABRE HOLDINGS CORP
Form 8-K
December 09, 2004

**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): **December 9, 2004**

SABRE HOLDINGS CORPORATION

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(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12175
(Commission
File Number)

75-2662240
(IRS Employer
Identification No.)

3150 Sabre Drive, Southlake, Texas
(Address of principal executive offices)

76092
(Zip Code)

Registrant's telephone number, including area code : **(682) 605-1000**

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 (see General Instruction A.2. below):

oWritten 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-2(b))

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

Item 7.01.

Regulation FD Disclosure

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On December 9, 2004, Sabre Holdings Corporation (the Company) issued the news release attached hereto as Exhibit 99.1, announcing that its direct and indirect subsidiaries had entered into a merger agreement (the Agreement) with SynXis Corporation, a Delaware company (SynXis) delivering reservation management and distribution systems to hotels, resorts and casinos worldwide. Pursuant to the Agreement, SynXis will merge with and into Sabre Services Inc., a subsidiary of Sabre Inc., for a purchase price of approximately \$40,000,000 in cash, subject to certain adjustments. SynXis will be the surviving corporation in the merger. Completion of the transaction is contingent upon customary closing conditions.

Item 9.01.

Financial Statements and Exhibits

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Exhibit(s)

| Exhibit | Description |
|---------|---|
| 99.1 | News release reporting the execution of a Merger Agreement, issued by Sabre Holdings Corporation on December 9, 2004. |

All of the information furnished in Items 7.01 and 9.01 of this report and the accompanying exhibit shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended.

Cautionary Notice

Statements in this report which are not purely historical facts or which necessarily depend upon future events, including statements about the closing of or the expected benefits to the Company from the Agreement, or other statements about anticipations, beliefs, expectations, hopes, intentions or strategies for the future, may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Readers are cautioned not to place undue reliance on forward-looking statements. All forward-looking statements are based upon information available to Sabre Holdings Corporation on the date this report was submitted. Sabre Holdings Corporation undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Any forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward-looking statements, including risks or uncertainties inherent in the closing conditions of the Agreement and structural changes within the travel industry, such as increased competition from merchant model hotel offerings by our competitors. Sabre Holdings Corporation may not succeed in addressing these and other risks. Further information regarding factors that could affect our financial and other results can be found in the risk factors section of Sabre Holdings Corporation's most recent filing on Form 10-Q with the Securities and Exchange Commission.

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.

SABRE HOLDINGS CORPORATION

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(Registrant)

Date: December 9, 2004

/s/ James F. Brashear

(Signature)

Name: James F. Brashear
Title: Corporate Secretary

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EXHIBIT INDEX

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