

ABX AIR INC
Form 8-K
July 05, 2007

**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): 06/28/2007

ABX AIR, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-50368

DE
(State or other jurisdiction of
incorporation)

91-1091619
(IRS Employer
Identification No.)

145 Hunter Drive, Wilmington, OH 45177
(Address of principal executive offices, including zip code)

(937) 382-5591
(Registrant's telephone number, including area code)

(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))
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Information to be included in the report

Item 7.01. Regulation FD Disclosure

On June 28, 2007, ABX Air, Inc. issued a press release acknowledging that it had received an unsolicited indication of interest from ASTAR Air Cargo Holdings, LLC to acquire all of the outstanding shares of ABX Air for \$7.75 per share in cash.

A copy of the release is furnished herewith as Exhibit 99.1.

Subsequent to the issuance of the release, ABX Air retained the law firm of Sullivan & Cromwell LLP in lieu of the firm referenced in the release.

Item 9.01. Financial Statements and Exhibits

Exhibit Description

99.1 Press release issued by ABX Air, Inc. on June 28, 2007.

Signature(s)

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.

ABX AIR, INC.

Date: July 05, 2007

By: /s/ W. Joseph Payne

W. Joseph Payne
Vice President, General Counsel & Secretary

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| EX-99.1 | ABX Air, Inc. Receives Unsolicited Indication of Interest from Atar Air Cargo Holdings, LLC |