

SKYWEST INC  
Form 11-K  
June 24, 2016  
Table of Contents

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK

REPURCHASE SAVINGS AND SIMILAR PLANS

PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

for the year ended December 31, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**ATLANTIC SOUTHEAST AIRLINES, INC. INVESTMENT  
SAVINGS PLAN**

(Full title of the plan)

**SKYWEST, INC.**

**444 South River Road**

**St. George, Utah 84790**

(Name of issuer of the securities held pursuant to the  
plan and the address of its principal executive office)

---

Table of Contents

**Atlantic Southeast Airlines, Inc. Investment Savings Plan**

**Index to Financial Statements and Supplemental Schedule**

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	3
Financial Statements:	
<u>Statements of Assets Available for Benefits as of December 31, 2015 and 2014</u>	4
<u>Statement of Changes in Assets Available for Benefits for the Year Ended December 31, 2015</u>	5
<u>Notes to Financial Statements</u>	6
<u>Supplemental Schedule*:</u>	
<u>Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2015</u>	13

---

\*Other supplemental schedules required by section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

---

Table of Contents

**REPORT OF INDEPENDENT REGISTERED**

**PUBLIC ACCOUNTING FIRM**

To the Plan Administrators of the

Atlantic Southeast Airlines, Inc. Investment Savings Plan

We have audited the accompanying statements of assets available for benefits of the Atlantic Southeast Airlines, Inc. Investment Savings Plan (the Plan) as of December 31, 2015 and 2014 and the related statement of changes in assets available for benefits for the year ended December 31, 2015. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. Management of the Plan has determined that the Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Atlantic Southeast Airlines, Inc. Investment Savings Plan as of December 31, 2015 and 2014, and the changes in assets available for benefits for the year ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

The supplemental schedule has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. In our opinion, the supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Tanner LLC

Salt Lake City, Utah  
June 24, 2016



Table of Contents

## ATLANTIC SOUTHEAST AIRLINES, INC. INVESTMENT SAVINGS PLAN

## Statements of Assets Available for Benefits

	As of December 31,	
	2015	2014
<b>Assets:</b>		
Investments, at fair value	\$ 252,348,492	\$ 253,535,393
Receivables:		
Notes receivable from participants	6,707,889	6,375,517
Participants	407,937	351,543
Employer	331,397	226,074
Total receivables	7,447,223	6,953,134
Assets available for benefits, at fair value	259,795,715	260,488,527
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	23,213	(202,191)
Assets available for benefits	\$ 259,818,928	\$ 260,286,336

*See accompanying notes to financial statements.*

Table of Contents**Atlantic Southeast Airlines, Inc. Investment Savings Plan****Statement of Changes in Assets Available for Benefits****For the Year Ended December 31, 2015**

<b>Additions:</b>		
Contributions:		
Participants	\$	13,461,604
Employer		6,325,800
Total contributions		19,787,404
Interest income on notes receivable from participants		301,100
Net investment income:		
Interest and dividends		9,516,037
Net depreciation in fair value of investments		(6,504,911)
Total net investment income		3,011,126
Total additions		23,099,630
<b>Deductions:</b>		
Distributions to participants		23,412,999
Administrative expenses		154,039
Total deductions		23,567,038
Net decrease in assets available for benefits		(467,408)
<b>Assets available for benefits:</b>		
Beginning of the year		260,286,336
End of the year	\$	259,818,928

*See accompanying notes to financial statements.*

Table of Contents

**ATLANTIC SOUTHEAST AIRLINES, INC. INVESTMENT SAVINGS PLAN**

**Notes to Financial Statements**

**1. Description of the Plan**

The following description of the Atlantic Southeast Airlines, Inc. Investment Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all eligible employees of ExpressJet Airlines, Inc. (the Company, Plan Sponsor or the Employer). Employees become eligible to enroll on the enrollment date following the date of completion of 90 days of continuous employment. The enrollment dates for the Plan are January 1, April 1, July 1, and October 1 of each year.

The Plan is intended to be a qualified retirement plan under the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

**Participant Accounts**

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and an allocation of investment earnings, and is charged with withdrawals and an allocation of investment losses and expenses. The allocations are based on participant earnings on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Participant-Directed Options for Investments**

Participants direct the investment of their contributions and the Company matching contributions into various investments offered by the Plan. Investment options include mutual funds, a collective trust fund, and SkyWest, Inc. common stock. Participants may change their elections or transfer investments between funds at any time.



Participants with common stock of SkyWest, Inc. in their accounts may direct the sale of the stock and the investment of the resulting proceeds into other investments offered by the Plan.

### **Contributions**

Each year, participants are able to contribute up to 50% of their pretax annual compensation, as defined by the Plan. Contributions are limited by the IRC, which established a maximum contribution of \$18,000 (\$24,000 for participants age 50 and older) for the year ended December 31, 2015. Participants may also make rollover contributions from other qualified defined benefit or defined contribution plans.

The Company may make a discretionary matching contribution of up to 8% of a participant's eligible compensation, as defined by the Plan. Allocation of this matching contribution is further subject to a factor based on years of service for participants and ranges from 20% to 75%, regardless of the date of participation.

Company matching contributions are awarded to employees who work at least 1,000 hours each year and have at least one year of service. Once the length of service provision is met, the employee is eligible for matching contributions for the following Plan year, which begins on January 1.

### **Vesting**

All participant contributions and earnings thereon are 100% vested. Company contributions to participant accounts vest on a graded basis at 10% per year for two years of service, increasing to 20% per year thereafter until full vesting after six years of service.

Table of Contents

**Payment of Benefits**

Upon termination, participants, or their beneficiaries, may elect lump-sum distributions or periodic distributions over either a 5 or 10-year period. The full value of benefits are payable to the participant upon normal or postponed retirement, or total or permanent disability, or to beneficiaries upon death of the participant.

**Plan Termination**

Under the provisions of the Plan, the Company reserves the right to amend or terminate the Plan at any time in accordance with the provisions of ERISA, provided that amendments will not divert a vested interest or permit any part of the funds to revert to the Company or to be used for any purpose other than for the exclusive benefit of participants or their beneficiaries. If the Plan is terminated, each participant's account will become fully vested.

**Notes Receivable from Participants**

Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their deferred vested account balances. Loan terms range from one to five years. Loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined at the time of the loan.

**Forfeitures**

Forfeitures of terminated participants' nonvested accounts are used to reduce future matching contributions of the Company. During the year ended December 31, 2015, the forfeiture account received forfeitures of approximately \$116,000, earned approximately \$1,000, and used approximately \$85,000 of forfeitures to reduce Company contributions. The forfeitures account had a balance of approximately \$108,000 and \$76,000 as of December 31, 2015 and 2014, respectively.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The Plan's financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ).

### **Risks and Uncertainties**

The Plan provides for investments in securities that are exposed to various risks, such as interest rate, currency exchange rate, credit and overall market fluctuation. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of assets available for benefits.

### **Investment Contracts**

Fully benefit-responsive investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan invests in investment contracts through a collective trust in the Stable Asset Fund operated and maintained by JPMorgan Chase Bank, N.A. The statements of assets available for benefits present the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in assets available for benefits is prepared on a contract value basis.

Table of Contents

**Valuation of Investments and Income Recognition**

Mutual funds are valued at quoted market prices, which represent the net asset values of units held by the Plan at year-end. The Company's common stock is valued using the net asset value per share on the last business day of the Plan year. Unrealized appreciation or depreciation caused by fluctuations in the market value of investments is recognized in the statement of changes in assets available for benefits. Dividends and interest are reinvested as earned. Purchases and sales of investments are recorded on a trade-date basis. The JP Morgan Stable Asset Income Fund (the Stable Asset Fund) and the JP Morgan Equity Index-CF (the Equity Index Fund) reported fair values are determined as the sum of (a) the fair value of the investments in guaranteed insurance contracts and security-backed investment contracts that are wrapped by an insurance company, bank or other financial institution (collectively, the Investment Contracts), as determined by the funds' trustees and (b) the fair values of the funds' investments in externally managed collective investment funds as determined by those funds' trustees.

The Stable Asset Fund's contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; and (iii) bankruptcy of the Plan Sponsor or other Plan Sponsor events (e.g., divestitures or spin-offs of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA).

The Plan Administrators do not believe that the occurrence of any event, which would limit the Plan's ability to transact at contract value with participants, is probable.

**Payment of Benefits**

Benefits are recorded when paid by the Plan.

**Notes Receivable from Participants**

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014. If a participant ceases to make loan repayments and the Plan Administrators deem the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

**Administrative Expenses**

The Plan pays substantially all administrative expenses of the Plan.

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets available for benefits at the date of the financial statements, the changes in assets available for benefits during the reporting period, and, when applicable, the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

#### **Recently Issued Accounting Standards Update**

In May 2015, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in a plan's financial statements. As of December 31, 2015, the investments in common/collective trusts are the only Master Trust assets for which fair value is measured using the net asset value per share. This guidance is effective for fiscal years beginning after December 15, 2015, and must be retrospectively applied. The Plan will adopt this guidance in 2016 and is evaluating the impact of the adoption.

Table of Contents**Recently Issued Accounting Standards Update - Continued**

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. ASU 2015-12 Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. ASU 2015-12 Part II simplifies the investment disclosure requirements under existing U.S. GAAP, including eliminating the disclosure of (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. The Plan will adopt this guidance in 2016 and is evaluating the impact of the adoption.

**Subsequent Events**

The Plan Administrators have evaluated events occurring subsequent to December 31, 2015 through the date of issuance of these financial statements.

**3. Investments**

During the year ended December 31, 2015, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

Collective Trust	\$	1,204,351
SkyWest, Inc. Common Stock		830,482
Fixed Income Mutual Funds		(176,104)
Participant-directed brokerage accounts		(630,135)
Mid Cap Mutual Funds		(786,480)
Small Cap Mutual Funds		(1,323,961)
International Mutual Funds		(1,710,096)
Balanced Mutual Funds		(1,882,564)
Large Cap Mutual Funds		(2,030,404)
	\$	(6,504,911)

The fair values of individual investments that represent 5 percent or more of the Plan's assets available for benefits are as follows:

	December 31,	
	2015	2014
JP Morgan Large Cap Growth	\$ 42,442,805	\$ 40,034,122

Edgar Filing: SKYWEST INC - Form 11-K

JP Morgan Stable Asset Income Fund	32,464,466	31,524,122
Vanguard Institutional Index	27,670,708	*
American Century Equity Income	27,248,917	30,689,866
T. Rowe Price New Horizons	17,086,823	*
JP Morgan Equity Index-CF	*	26,792,042
Buffalo Small Cap	*	16,451,431

---

\* Amount was not 5 percent or more of the Plan's assets for the year.

Table of Contents

**4. Fair Value Measurements**

U.S. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs when measuring fair value, with the following three levels of inputs:

Level 1 Valuation is based upon quoted prices in active markets for identical securities.

Level 2 Valuation is based upon other significant observable inputs that reflect the assumptions market participants would use in pricing the asset developed on market data obtained from sources independent of the Plan.

Level 3 Valuation is based upon unobservable inputs that reflect the assumptions that Plan management believes market participants would use in pricing the asset, based on the best information available.

The Stable Asset Fund and the Equity Index Fund are valued at the net asset value (NAV) of units of the respective funds. The NAV, as provided by the respective fund trustees, is used as a practical expedient to estimating fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

The Stable Asset Fund is designed to provide safety of principal with consistency of returns with minimal volatility by employing a strategy of investing in investment contracts and security-backed contracts while employing broad diversification among contract issuers and underlying securities. The Plan Sponsor is able to redeem the investment in the Stable Return Fund by providing a 12-month notice. Although the notice requirement is 12 months, JP Morgan Chase Bank, N.A. has indicated it has the ability to redeem the investment sooner. There are no other significant restrictions on the ability to redeem the investment.

The Equity Index Fund is designed to seek investment results that correspond to the aggregate price and dividend performance of securities in the Standard & Poor's 500 Composite Stock Price Index by investing mainly in stocks included in the S&P 500 Index, but may also invest in stock index futures and other equity derivatives. The Equity Index Fund attempts to track the performance of the S&P 500 Index to achieve a correlation of .95 between the performance of the Equity Index Fund and that of the S&P 500 Index without taking into account the Equity Index Fund's expenses. There is currently no redemption restriction on this investment.

As of December 31, 2015 and 2014, the Plan held certain assets that are required to be measured at fair value on a recurring basis. Assets measured at fair value on a recurring basis are summarized below (in thousands):



Edgar Filing: SKYWEST INC - Form 11-K

Fair Value Measurements as of December 31, 2015

(in 000 s)

	Total	Level 1	Level 2	Level 3
<b>Mutual Funds:</b>				
Large Cap Funds	\$ 99,748	\$ 99,748	\$	\$
Balanced Funds	40,465	40,465		
International Funds	21,548	21,548		
Small Cap Funds	18,793	18,793		
Mid Cap Funds	15,671	15,671		
Fixed Income Funds	8,988	8,988		
	205,213	205,213		
<b>SkyWest, Inc. common stock</b>				
	2,660	2,660		
Participant-directed brokerage accounts	12,010	12,010		
Collective Trust	32,465		32,465	
<b>Total</b>	\$ 252,348	\$ 219,883	\$ 32,465	\$

Table of Contents**4. Fair Value Measurements Continued****Fair Value Measurements as of December 31, 2014**

	(in 000 s)			
	Total	Level 1	Level 2	Level 3
<b>Mutual Funds:</b>				
Large Cap Funds	\$ 73,400	\$ 73,400		\$
Balanced Funds	39,742	39,742		
International Funds	23,584	23,584		
Small Cap Funds	19,030	19,030		
Mid Cap Funds	14,802	14,802		
Fixed Income Funds	9,659	9,659		
	<b>180,217</b>	<b>180,217</b>		
SkyWest, Inc. common stock	2,113	2,113		
Participant-directed brokerage accounts	12,890	12,890		
Collective Trust	58,315		58,315	
<b>Total</b>	<b>\$ 253,535</b>	<b>\$ 195,220</b>	<b>\$ 58,315</b>	<b>\$</b>

**5. Party-in-Interest Transactions**

ExpressJet Airlines, Inc. is a wholly owned subsidiary of SkyWest, Inc. SkyWest, Inc. common stock is offered as an investment option in the Plan. Transactions associated with the shares of common stock of SkyWest, Inc. are considered exempt party-in-interest transactions. The Plan purchased 95,854 shares of SkyWest, Inc. common stock and sold 115,083 shares of SkyWest, Inc. common stock during the year ended December 31, 2015. The Plan held 139,853 and 159,082 shares of SkyWest, Inc. common stock with a fair value of \$2,660,011 and \$2,112,611 as of December 31, 2015 and 2014, respectively.

Plan investments include mutual funds and a collective trust fund managed by the Plan's trustee, JP Morgan Chase Bank, N.A., and are therefore party-in-interest transactions. While transactions involving Plan assets with a party-in-interest may be prohibited, these transactions are exempt under ERISA Section 408(b)(8).

Notes receivable from participants totaling \$6,707,889 and \$6,375,517 as of December 31, 2015 and 2014, respectively, are also considered exempt party-in-interest transactions.

**6. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated October 31, 2011, stating that the Plan and related trust are designed in accordance with applicable sections of the IRC and, therefore, the related trust is exempt from taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter,

the Plan Administrators believe the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan, as amended, is qualified and the related trust is tax exempt.

## **7. Plan Amendments**

Effective January 1, 2015, the Plan was amended and restated to incorporate all previous amendments and to provide for Roth in-plan conversions.

Table of Contents**8. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of assets available for benefits as reported in the financial statements as of December 31, 2015 and 2014 to the Form 5500:

	2015	December 31,	2014
Assets available for benefits as reported in the financial statements	\$ 259,818,928	\$	260,286,336
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(23,213)		202,191
Assets available for benefits as reported in the Form 5500	\$ 259,795,715	\$	260,488,527

The following difference between the financial statements and the Form 5500 is due to the adjustment from fair value to contract value of the JP Morgan Stable Asset Fund, which holds fully benefit-responsive investment contracts, for the year ended December 31, 2015:

Net decrease in assets available for benefits as reported in the financial statements	\$ (467,408)
Net adjustment from contract value to fair value for fully benefit-responsive investment contracts	(225,404)
Net decrease in assets available for benefits as reported in the Form 5500	\$ (692,812)

Table of Contents

## Supplemental Schedule

## ATLANTIC SOUTHEAST AIRLINES, INC. INVESTMENT SAVINGS PLAN

EIN: 58-1354495 Plan No.: 001

Form 5500, Schedule H, Part IV, Line 4i

## Schedule of Assets (Held at End of Year)

As of December 31, 2015

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value	Number of units
*	JPMorgan	Large Cap Growth	\$ 42,442,805	1,196,583
*	JPMorgan	Stable Asset Income Fund	32,464,466	74,065
	Vanguard	Institutional Index	27,670,708	148,273
	American Century Investments	Equity Income	27,248,917	3,418,936
	T. Rowe Price	New Horizons	17,086,823	402,422
		Self-directed Brokerage Account	12,012,606	N/A
*	JP Morgan	Smart Retirement 2040	11,875,891	638,146
*	JP Morgan	Smart Retirement 2030	10,096,583	554,453
	American Century Investments	International Growth	9,514,470	841,988
*	JP Morgan	Mid Cap Growth	9,138,897	346,696
	Metropolitan West	Total Return Bond	8,988,284	846,354
	Dodge & Cox	International Stock	7,343,139	201,292
*	JP Morgan	Mid Cap Value	6,531,666	192,277
*	JP Morgan	Smart Retirement 2020	5,972,206	339,909
	Artisan	International	4,690,512	163,546
*	SkyWest, Inc.	Common Stock	2,660,011	139,853
*	JP Morgan	Smart Retirement 2050	2,452,731	139,202
*	JP Morgan	Smart Retirement 2045	2,402,311	136,185
*	JP Morgan	Intrepid Value	2,385,058	75,524
*	JP Morgan	Smart Retirement Income	2,076,706	122,882
*	JP Morgan	Smart Retirement 2015	1,805,157	106,562
	Columbia	Small Cap Value	1,706,345	112,038
*	JP Morgan	Smart Retirement 2035	1,449,018	83,229
*	JP Morgan	Smart Retirement 2025	1,424,147	83,773
*	JP Morgan	Smart Retirement 2055	909,034	46,474
*	Plan participants	Loans with an interest rate of 4.91%, maturing from 2016 through 2021	6,707,889	N/A
			\$ 259,056,381	

---

\* Indicates a party-in-interest to the Plan.

Column (d), cost information, is not applicable for participant-directed investments.

*See accompanying Report of Independent Registered Public Accounting Firm.*

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: June 24, 2016

ATLANTIC SOUTHEAST AIRLINES, INC. INVESTMENT  
SAVINGS PLAN

By: SkyWest, Inc., Plan Sponsor

/s/ Eric J. Woodward  
Eric J. Woodward  
Chief Accounting Officer  
of SkyWest, Inc.

Table of Contents

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
23.1	Consent of Independent Registered Public Accounting Firm