

SABRE HOLDINGS CORP

Form 8-K

June 29, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

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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): **June 29, 2005**

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):

- o Written 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))
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Item 7.01. Regulation FD Disclosure

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On June 29, 2005, lastminute.com plc (lastminute.com) issued the news releases attached hereto as Exhibit 99.1 and Exhibit 99.2 reporting the results of its Court Meeting of shareholders, its Extraordinary General Meeting and its Bondholder Meeting, held on June 29, 2005, related to the proposed acquisition of lastminute.com by Travelocity Europe Limited, an indirect subsidiary of Sabre Holdings Corporation.

Item 9.01. Financial Statements and Exhibits

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Exhibit(s)

| Exhibit | Description |
|----------------|---|
| 99.1 | News Release reporting the receipt of shareholder approvals, issued by lastminute.com on June 29, 2005. |
| 99.2 | News Release reporting the results of a bondholder meeting, issued by lastminute.com on June 29, 2005. |

All of the information furnished in Items 7.01 and 9.01 of this report and the accompanying exhibits 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

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Statements in this report which are not purely historical facts or which necessarily depend upon future events, including statements about the expected effectiveness date of the transaction described in this report 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 integration of the acquired business (such as ensuring the effectiveness of the design and operation of the internal and disclosure controls of the business to be acquired), in securing long-term financing for the proposed transaction, or in competition within the European marketplace from established or emerging competitors.. Sabre Holdings Corporation may not succeed in addressing these and other risks. Further information regarding these risks and other 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: June 29, 2005

/s/ James F. Brashear
(Signature)
Name: James F. Brashear
Title: Corporate Secretary

EXHIBIT INDEX

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June 29, 2005.

News Release reporting the receipt of shareholder approvals, issued by lastminute.com on

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June 29, 2005.

News Release reporting the results of a Bondholder Meeting, issued by lastminute.com on