

JETBLUE AIRWAYS CORP
Form 10-Q
July 28, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
p 1934

For the quarterly period ended June 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
o 1934

For the transition period from _____ to _____

Commission file number 000-49728

JETBLUE AIRWAYS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

87-0617894

(State of Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification No.)

27-01 Queens Plaza North, Long Island City, New York 11101

(Address of principal executive offices)

(Zip Code)

(718) 286-7900

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of June 30, 2017, there were 328,902,910 shares outstanding of the registrant's common stock, par value \$.01.

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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

JETBLUE AIRWAYS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited, in millions, except per share data)

	June 30, December 31,	
	2017	2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 550	\$ 433
Investment securities	470	538
Receivables, less allowance (2017-\$3; 2016-\$5)	178	172
Prepaid expenses and other	251	260
Total current assets	1,449	1,403
PROPERTY AND EQUIPMENT		
Flight equipment	8,393	7,868
Predelivery deposits for flight equipment	233	223
Total flight equipment and predelivery deposits, gross	8,626	8,091
Less accumulated depreciation	1,971	1,823
Total flight equipment and predelivery deposits, net	6,655	6,268
Other property and equipment	999	972
Less accumulated depreciation	369	345
Total other property and equipment, net	630	627
Assets constructed for others	561	561
Less accumulated depreciation	196	185
Total assets constructed for others, net	365	376
Total property and equipment	7,650	7,271
OTHER ASSETS		
Investment securities	—	90
Restricted cash	60	62
Other	485	497
Total other assets	545	649
TOTAL ASSETS	\$ 9,644	\$ 9,323

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (unaudited, in millions, except share and per share data)

	June 30, 2017	December 31, 2016
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$294	\$ 242
Air traffic liability	1,351	1,120
Accrued salaries, wages and benefits	271	342
Other accrued liabilities	354	321
Current maturities of long-term debt and capital leases	228	189
Total current liabilities	2,498	2,214
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS		
CONSTRUCTION OBLIGATION	1,077	1,195
DEFERRED TAXES AND OTHER LIABILITIES	449	457
Deferred income taxes	1,457	1,354
Other	83	90
Total deferred taxes and other liabilities	1,540	1,444
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.01 par value; 25 shares authorized, none issued	—	—
Common stock, \$0.01 par value; 900 shares authorized, 417 and 414 shares issued and 329 and 337 shares outstanding at June 30, 2017 and December 31, 2016, respectively	4	4
Treasury stock, at cost; 88 and 77 shares at June 30, 2017 and December 31, 2016, respectively	(729)	(500)
Additional paid-in capital	2,063	2,050
Retained earnings	2,742	2,446
Accumulated other comprehensive income (loss)	—	13
Total stockholders' equity	4,080	4,013
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$9,644	\$ 9,323

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in millions, except per share amounts)

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2017	2016	2017	2016
OPERATING REVENUES				
Passenger	\$1,650	\$1,487	\$3,101	\$2,965
Other	192	156	345	295
Total operating revenues	1,842	1,643	3,446	3,260
OPERATING EXPENSES				
Aircraft fuel and related taxes	325	274	647	489
Salaries, wages and benefits	464	415	931	850
Landing fees and other rents	101	92	197	177
Depreciation and amortization	109	96	214	188
Aircraft rent	24	28	50	56
Sales and marketing	68	72	127	137
Maintenance materials and repairs	166	140	318	274
Other operating expenses	231	213	461	427
Total operating expenses	1,488	1,330	2,945	2,598
OPERATING INCOME	354	313	501	662
OTHER INCOME (EXPENSE)				
Interest expense	(24)	(28)	(49)	(57)
Capitalized interest	2	2	4	4
Interest income and other	—	2	2	3
Total other income (expense)	(22)	(24)	(43)	(50)
INCOME BEFORE TAXES	332	289	458	612
Income tax expense	121	108	162	224
NET INCOME	\$211	\$181	\$296	\$388
EARNINGS PER COMMON SHARE:				
Basic	\$0.64	\$0.56	\$0.89	\$1.20
Diluted	\$0.64	\$0.53	\$0.88	\$1.14

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (unaudited, in millions)

	Three Months Ended June 30,	
	2017	2016
NET INCOME	\$211	\$181
Changes in fair value of derivative instruments, net of reclassifications into earnings (net of \$(3) and \$12 of taxes in 2017 and 2016, respectively)	(5)	19
Total other comprehensive income	(5)	19
COMPREHENSIVE INCOME	\$206	\$200
	Six Months Ended June 30,	
	2017	2016
NET INCOME	\$296	\$388
Changes in fair value of derivative instruments, net of reclassifications into earnings (net of \$(8) and \$12 of taxes in 2017 and 2016, respectively)	(13)	19
Total other comprehensive income	(13)	19
COMPREHENSIVE INCOME	\$283	\$407

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (unaudited, in millions)

	Six Months Ended June 30,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$296	\$388
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income taxes	111	122
Depreciation	184	162
Amortization	30	26
Stock-based compensation	16	13
Gains on sale of assets and debt extinguishment	—	(4)
Changes in certain operating assets and liabilities	255	315
Other, net	(20)	(15)
Net cash provided by operating activities	872	1,007
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(519)	(276)
Predelivery deposits for flight equipment	(65)	(41)
Purchase of held-to-maturity investments	(63)	(95)
Proceeds from the maturities of held-to-maturity investments	93	225
Purchase of available-for-sale securities	(154)	(330)
Proceeds from the sale of available-for-sale securities	282	200
Other, net	(5)	(2)
Net cash used in investing activities	(431)	(319)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	28	25
Repayment of long-term debt and capital lease obligations	(84)	(87)
Acquisition of treasury stock	(260)	(14)
Other, net	(8)	5
Net cash used in financing activities	(324)	(71)
INCREASE IN CASH AND CASH EQUIVALENTS	117	617
Cash and cash equivalents at beginning of period	433	318
Cash and cash equivalents at end of period	\$550	\$935

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1—Summary of Significant Accounting Policies

Basis of Presentation

JetBlue Airways Corporation, or JetBlue, provides air transportation services across the United States, the Caribbean and Latin America. Our condensed consolidated financial statements include the accounts of JetBlue and our subsidiaries which are collectively referred to as “we” or the “Company.” All majority-owned subsidiaries are consolidated on a line by line basis, with all intercompany transactions and balances being eliminated. These condensed consolidated financial statements and related notes should be read in conjunction with our 2016 audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016, or our 2016 Form 10-K.

These condensed consolidated financial statements are unaudited and have been prepared by us following the rules and regulations of the Securities and Exchange Commission, or the SEC. In our opinion they reflect all adjustments, including normal recurring items, that are necessary to present fairly the results for interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the U.S., or GAAP, have been condensed or omitted as permitted by such rules and regulations; however, we believe that the disclosures are adequate to make the information presented not misleading. Operating results for the periods presented herein are not necessarily indicative of the results that may be expected for other interim periods or the entire fiscal year.

Investment securities

Investment securities consist of available-for-sale investment securities and held-to-maturity investment securities.

We use a specific identification method to determine the cost of the securities when they are sold.

Held-to-maturity investment securities. The contractual maturities of the corporate bonds we held as of June 30, 2017 were not greater than 24 months. We did not record any significant gains or losses on these securities during the three and six months ended June 30, 2017 or 2016. The estimated fair value of these investments approximated their carrying value as of June 30, 2017 and December 31, 2016, respectively.

The carrying values of investment securities consisted of the following at June 30, 2017 and December 31, 2016 (in millions):

	June 30, December 31,	
	2017	2016
Available-for-sale securities		
Time deposits	\$ 150	\$ 160
Commercial paper	45	60
Treasury bills	12	115
Total available-for-sale securities	207	335
Held-to-maturity securities		
Treasury notes	\$ 201	\$ 283
Corporate bonds	62	10
Total held-to-maturity securities	263	293
Total investment securities	\$ 470	\$ 628

Recent Accounting Pronouncements

During the first quarter of 2017, we adopted Accounting Standards Update, or ASU, 2015-17, Income Taxes, Balance Sheet Classification of Deferred Taxes topic of the FASB Codification, or Codification. This standard requires all deferred tax assets and liabilities to be classified as non-current on the balance sheet instead of separating deferred taxes into current and non-current amounts. In addition, valuation allowance allocations between current and

non-current deferred tax assets are no longer required because those allowances also will be classified as non-current. Our condensed consolidated balance sheet as of December 31, 2016 reflects retrospective application. As a result of the adoption, \$9 million of deferred tax liabilities previously included within other accrued liabilities and \$164 million of deferred tax assets previously included within current assets have been moved to long-term liabilities on our December 31, 2016 balance sheet.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). Under ASU 2016-02, a lessee will recognize liabilities for lease payments and right-of-use assets representing its right to use the underlying asset for the lease term. While we are still evaluating the full impact of adopting the amendments on our consolidated financial statements and disclosures, we have determined that it will impact our accounting for aircraft and other leases. The amendments are effective for fiscal years beginning after December 15, 2018 and include interim periods within those fiscal years. Early adoption is permitted, and companies are required to use a modified retrospective approach at the earliest period presented.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), Restricted Cash. The amendments clarified how entities should present restricted cash and restricted cash equivalents in the statement of cash flows. ASU 2016-18 requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. As a result, entities will no longer present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents in the statement of cash flows. The amendments are effective for fiscal years beginning after December 15, 2017 and include interim periods within those years. Early adoption is permitted.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which supersedes existing revenue recognition guidance. Under the new standard, a company will recognize revenue when it transfers goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled to in exchange for those goods or services. The standard allows for either full retrospective or modified retrospective adoption. In July 2015, the FASB voted to defer the effective date of ASU 2014-09 by one year to interim and annual reporting periods beginning after December 15, 2017 and permitted early adoption of the standard, but not prior to December 15, 2016.

While we are evaluating the full impact of ASU 2014-09 on our consolidated financial statements, we have determined that it will impact our loyalty program accounting. JetBlue will no longer be allowed to use the incremental cost method when recording the financial impact of TrueBlue® points earned on qualifying JetBlue purchases. We will be required to re-value our liability with a relative fair value approach, which is anticipated to significantly increase the related liability. In addition, the standard will likely result in a change in the timing and classification of our revenue recognition for certain ancillary fees directly related to passenger revenue tickets, as these services are no longer likely to be considered distinct performance obligations. Fees associated with these services are likely to be recognized as of the date of travel, not when assessed to the customer, and classified as passenger revenue.

JetBlue currently anticipates adopting ASU 2014-09 effective January 1, 2018 using the full retrospective method, however, this decision is not final and is subject to the completion of our analysis of the standard. We will continue our evaluation of ASU 2014-09 through the date of adoption.

Note 2—Long Term Debt, Short Term Borrowings, and Capital Lease Obligations

During the six months ended June 30, 2017, we made scheduled principal payments of \$84 million on our outstanding long-term debt and capital lease obligations.

We have pledged aircraft, engines, other equipment and facilities with a net book value of \$2.4 billion at June 30, 2017 as security under various loan agreements. As of June 30, 2017, we owned, free of encumbrance, 74 Airbus A320 aircraft, 33 Airbus A321 aircraft and 37 spare engines. At June 30, 2017, scheduled maturities of all of our long-term debt and capital lease obligations were \$106 million for the remainder of 2017, \$193 million in 2018, \$215 million in 2019, \$179 million in 2020, \$164 million in 2021 and \$448 million thereafter.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

The carrying amounts and estimated fair values of our long-term debt at June 30, 2017 and December 31, 2016 were as follows (in millions):

	June 30, 2017		December 31, 2016	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Public Debt				
Fixed rate special facility bonds, due through 2036	\$42	\$ 46	\$42	\$ 45
Non-Public Debt				
Fixed rate enhanced equipment notes, due through 2023	\$180	\$ 189	\$188	\$ 197
Floating rate equipment notes, due through 2025	162	167	171	179
Fixed rate equipment notes, due through 2026	789	851	843	915
Total ⁽¹⁾	\$1,173	\$ 1,253	\$1,244	\$ 1,336

(1) Total excludes capital lease obligations of \$132 million for June 30, 2017 and \$140 million for December 31, 2016.

The estimated fair values of our publicly held long-term debt are classified as Level 2 in the fair value hierarchy. The fair values of our enhanced equipment notes and our special facility bonds were based on quoted market prices in markets with low trading volumes. The fair value of our non-public debt was estimated using a discounted cash flow analysis based on our borrowing rates for instruments with similar terms and therefore classified as Level 3 in the fair value hierarchy. The fair values of our other financial instruments approximate their carrying values. Refer to Note 7 for an explanation of the fair value hierarchy structure.

We have financed certain aircraft with Enhanced Equipment Trust Certificates, or EETCs, as one of the benefits of this structure is being able to finance several aircraft at one time, rather than individually. The structure of EETC financing is that we create pass-through trusts in order to issue pass-through certificates. The proceeds from the issuance of these certificates are then used to purchase equipment notes which are issued by us and are secured by our aircraft. These trusts meet the definition of a variable interest entity, or VIE, as defined in the Consolidations topic of the Codification, and must be considered for consolidation in our condensed consolidated financial statements. Our assessment of our EETCs considers both quantitative and qualitative factors including the purpose for which these trusts were established and the nature of the risks in each. The main purpose of the trust structure is to enhance the credit worthiness of our debt obligation through certain bankruptcy protection provisions, liquidity facilities and lower our total borrowing cost. We concluded that we are not the primary beneficiary in these trusts because our involvement in them is limited to principal and interest payments on the related notes, the trusts were not set up to pass along variability created by credit risk to us and the likelihood of our defaulting on the notes. Therefore, we have not consolidated these trusts in our condensed consolidated financial statements.

Short-term Borrowings**Citibank Line of Credit**

As of June 30, 2017, we had an Amended and Restated Credit and Guaranty Agreement (the "Amended and Restated Facility") with Citibank, N.A. as the administrative agent for up to approximately \$425 million. The term of the Amended and Restated Facility runs through April 6, 2021. Borrowings under the Amended and Restated Facility bear interest at a variable rate equal to LIBOR, plus a margin and are secured by Slots at John F. Kennedy International Airport, LaGuardia Airport and Reagan National Airport as well as certain other assets. Slots are rights to take-off or land at a specific airport during a specific time period during the day and are a means by which airport capacity and congestion can be managed. The Amended and Restated Facility includes covenants that require us to maintain certain minimum balances in unrestricted cash, cash equivalents, and unused commitments available under

all revolving credit facilities. In addition, the covenants restrict our ability to, among other things, dispose of certain collateral, or merge, consolidate, or sell assets. As of and for the periods ended June 30, 2017 and December 31, 2016, we did not have a balance outstanding or borrowings under this line of credit.

Morgan Stanley Line of Credit

We have a revolving line of credit with Morgan Stanley for up to approximately \$200 million. This line of credit is secured by a portion of our investment securities held by Morgan Stanley and the amount available to us under this line of credit may vary accordingly. This line of credit bears interest at a floating rate based upon LIBOR, plus a margin. As of and for the periods ended June 30, 2017 and December 31, 2016, we did not have a balance outstanding under this line of credit.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 3—Earnings Per Share

The following table shows how we computed basic and diluted earnings per common share (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Numerator:				
Net Income ⁽¹⁾	\$211	\$181	\$296	\$388
Effect of dilutive securities:				
Interest on convertible debt, net of income taxes and profit sharing	—	1	—	1
Net income applicable to common stockholders after assumed conversions for diluted earnings per share	\$211	\$182	\$296	\$389
Denominator:				
Weighted average shares outstanding	330.1	323.2	333.1	322.4
Effect of dilutive securities:				
Employee stock options, restricted stock units and stock purchase plan	1.4	1.9	1.7	2.2
Convertible debt	—	17.6	—	17.7
Adjusted weighted average shares outstanding and assumed conversions for diluted earnings per share	331.5	342.7	334.8	342.3

(1) We early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, during the fourth quarter of 2016. The adoption of this standard resulted in the recognition of 8 million of excess tax benefits to the income tax provision for the year ended December 31, 2016. Net income and shares outstanding data for the three months and six months ended June 30, 2016 are presented as if the ASU was adopted at the beginning of 2016.

We have no convertible debt outstanding as of June 30, 2017. During the three and six months ended June 30, 2016 there were no shares excluded from earnings per share upon assumed conversion of our convertible debt.

On March 6, 2017, JetBlue entered into an accelerated share repurchase, or ASR, agreement with Barclays Bank PLC, or Barclays, paying \$100 million for an initial delivery of approximately 4.1 million shares. The term of the Barclays ASR concluded on April 24, 2017 with Barclays delivering approximately 0.8 million additional shares to JetBlue on April 27, 2017. A total of 4.9 million shares, at an average price of \$20.23 per share, were repurchased under the agreement. The total number of shares repurchased by JetBlue was based on the volume weighted average price of JetBlue's common stock during the term of the Barclays ASR agreement.

On April 27, 2017, JetBlue entered into an ASR agreement with Goldman, Sachs & Co., or GS&Co., paying \$150 million for an initial delivery of approximately 5.4 million shares. The term of the GS&Co. ASR concluded on July 24, 2017 with GS&Co. delivering approximately 1.4 million additional shares to JetBlue on July 27, 2017. A total of 6.8 million shares, at an average price of \$21.99 per share, were repurchased under the agreement. The total number of shares repurchased by JetBlue was based on the volume weighted average price of JetBlue's common stock during the term of the agreement.

Note 4—Crewmember Retirement Plan and Profit Sharing

We sponsor a retirement savings 401(k) defined contribution plan, or the Plan, covering all of our employees, who we refer to as Crewmembers, where we match 100% of our Crewmembers' contributions up to 5% of their eligible wages.

The contributions vest over 5 years and are measured from a Crewmember's hire date. Crewmembers are immediately vested in their voluntary contributions.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Another component of the Plan is a Company discretionary contribution of 5% of eligible non-management Crewmember compensation, which we refer to as Retirement Plus. Retirement Plus contributions vest over 3 years and are measured from a Crewmember's hire date.

For years of service prior to 2017, our non-management Crewmembers were also eligible to receive profit sharing, calculated as 15% of adjusted pre-tax income before profit sharing and special items with the result reduced by Retirement Plus contributions. Eligible non-management Crewmembers may elect to have their profit sharing contributed directly to the Plan. Beginning with 2017, non-management Crewmembers are eligible to receive profit sharing, calculated as 10% of adjusted pre-tax income before profit sharing and special items up to a pre-tax margin of 18% with the result reduced by Retirement Plus contributions. If JetBlue's resulting pre-tax margin exceeds 18%, non-management Crewmembers will receive 20% profit sharing above an 18% pre-tax margin.

Certain Federal Aviation Administration, or FAA, licensed Crewmembers receive an additional contribution of 3% of eligible compensation, which we refer to as Retirement Advantage. Total 401(k) company match, Retirement Plus, profit sharing and Retirement Advantage expensed for the three months ended June 30, 2017 and 2016 was \$52 million and \$66 million, respectively, while the total amount expensed for the Plan for the six months ended June 30, 2017 and 2016 was \$94 million and \$148 million, respectively.

Note 5—Commitments and Contingencies

Flight Equipment Commitments

As of June 30, 2017, our firm aircraft orders consisted of 25 Airbus A320 new engine option (neo) aircraft, 20 Airbus A321 aircraft, 60 Airbus A321neo aircraft, 24 EMBRAER 190 aircraft and 10 spare engines scheduled for delivery through 2024. Committed expenditures for these aircraft and related flight equipment, including estimated amounts for contractual price escalations and predelivery deposits, will be approximately \$594 million for the remainder of 2017, \$763 million in 2018, \$982 million in 2019, \$1.3 billion in 2020, \$1.5 billion in 2021 and \$2.7 billion thereafter.

Other Commitments

As part of the 2014 sale of LiveTV, LLC, or LiveTV, formerly a wholly owned subsidiary of JetBlue, to Thales Holding Corporation a \$3 million liability relating to Airfone, a former subsidiary of LiveTV, was assigned to JetBlue under the purchase agreement with Thales. Separately, prior to the sale of LiveTV, JetBlue had an agreement with ViaSat Inc. through 2020 relating to in-flight broadband connectivity technology on our aircraft. That agreement stipulated a \$20 million minimum commitment for the connectivity service and a \$25 million minimum commitment for the related hardware and software purchase. As part of the sale of LiveTV, these commitments to ViaSat Inc. were assigned to LiveTV and JetBlue entered into two new service agreements with LiveTV pursuant to which LiveTV will provide in-flight entertainment and connectivity services to JetBlue for a minimum of seven years.

As of June 30, 2017, we had approximately \$29 million in assets serving as collateral for letters of credit relating to a certain number of our leases. These are included in restricted cash and expire at the end of the related lease terms. Additionally, we had approximately \$27 million pledged related to our workers compensation insurance policies and other business partner agreements which will expire according to the terms of the related policies or agreements.

Legal Matters

Occasionally we are involved in various claims, lawsuits, regulatory examinations, investigations and other legal matters arising, for the most part, in the ordinary course of business. The outcome of litigation and other legal matters is always uncertain. The Company believes it has valid defenses to the legal matters currently pending against it, is defending itself vigorously and has recorded accruals determined in accordance with GAAP, where appropriate. In making a determination regarding accruals, using available information, we evaluate the likelihood of an unfavorable outcome in legal or regulatory proceedings to which we are a party and record a loss contingency when it is probable a liability has been incurred and the amount of the loss can be reasonably estimated. These subjective determinations are based on the status of such legal or regulatory proceedings, the merits of our defenses and consultation with legal

counsel. Actual outcomes of these legal and regulatory proceedings may materially differ from our current estimates. It is possible that resolution of one or more of the legal matters currently pending or threatened could result in losses material to our consolidated results of operations, liquidity or financial condition.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

To date, none of these types of litigation matters, most of which are typically covered by insurance, has had a material impact on our operations or financial condition. We have insured and continue to insure against most of these types of claims. A judgment on any claim not covered by, or in excess of, our insurance coverage could materially adversely affect our financial condition or results of operations.

Note 6—Financial Derivative Instruments and Risk Management

As part of our risk management techniques, we periodically purchase over the counter energy derivative instruments and enter into fixed forward price agreements, or FFPs, to manage our exposure to the effect of changes in the price of aircraft fuel. Prices for the underlying commodities have historically been highly correlated to aircraft fuel, making derivatives of them effective at providing short-term protection against sharp increases in average fuel prices. We also periodically enter into jet fuel basis swaps for the differential between heating oil and jet fuel, to further limit the variability in fuel prices at various locations. We do not hold or issue any derivative financial instruments for trading purposes.

Aircraft fuel derivatives

We attempt to obtain cash flow hedge accounting treatment for each fuel derivative that we enter into. This treatment is provided for under the Derivatives and Hedging topic of the Codification which allows for gains and losses on the effective portion of qualifying hedges to be deferred until the underlying planned jet fuel consumption occurs, rather than recognizing the gains and losses on these instruments into earnings during each period they are outstanding. The effective portion of realized fuel hedging derivative gains and losses is recognized in aircraft fuel expense in the period during which the underlying fuel is consumed.

Ineffectiveness occurs, in certain circumstances, when the change in the total fair value of the derivative instrument differs from the change in the value of our expected future cash outlays for the purchase of aircraft fuel.

Ineffectiveness is recognized immediately in interest income and other. If a hedge does not qualify for hedge accounting, the periodic changes in its fair value are also recognized in interest income and other. When aircraft fuel is consumed and the related derivative contract settles, any gain or loss previously recorded in other comprehensive income is recognized in aircraft fuel expense. All cash flows related to our fuel hedging derivatives are classified as operating cash flows.

Our current approach to fuel hedging is to enter into hedges on a discretionary basis without a specific target of hedge percentage needs. We view our hedge portfolio as a form of insurance to help mitigate the impact of price volatility and protect us against severe spikes in oil prices, when possible.

The following table illustrates the approximate hedged percentages of our projected fuel usage by quarter as of June 30, 2017 related to our outstanding fuel hedging contracts that were designated as cash flow hedges for accounting purposes.

	Jet fuel swap agreements	Jet fuel collar agreements	Heating oil collar agreements	Total
Third Quarter 2017	10 %	—%	—%	10 %
Fourth Quarter 2017	10 %	—%	—%	10 %

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

The table below reflects quantitative information related to our derivative instruments and where these amounts are recorded in our financial statements (dollar amounts in millions):

	June 30, December 31,	
	2017	2016
Fuel derivatives		
Asset fair value recorded in prepaid expense and other ⁽¹⁾	\$ 2	\$ 22
Liability fair value recorded in other accrued liabilities ⁽²⁾	2	—
Longest remaining term (months)	6	12
Hedged volume (barrels, in thousands)	960	1,920
Estimated amount of existing (gains) expected to be reclassified into earnings in the next 12 months	\$ —	\$ (22)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Fuel derivatives				
Hedge effectiveness (gains) recognized in aircraft fuel expense	\$(1)	\$ —	\$(4)	\$ —
Hedge (gains) on derivatives recognized in comprehensive income	(7)	(3)	(17)	(3)
Percentage of actual consumption economically hedged	10 %	—%	10 %	—%

(1) Gross asset of each contract prior to consideration of offsetting positions with each counterparty and prior to the impact of collateral paid.

(2) Gross liability of each contract prior to consideration of offsetting positions with each counterparty and prior to the impact of collateral paid.

Any outstanding derivative instrument exposes us to credit loss in connection with our fuel contracts in the event of nonperformance by the counterparties to our agreements, but we do not expect that any of our counterparties will fail to meet their obligations. The amount of such credit exposure is generally the fair value of our outstanding contracts for which we are in a receivable position. To manage credit risks we select counterparties based on credit assessments, limit our overall exposure to any single counterparty and monitor the market position with each counterparty. Some of our agreements require cash deposits from either JetBlue or our counterparty if market risk exposure exceeds a specified threshold amount.

We have master netting arrangements with our counterparties allowing us the right of offset to mitigate credit risk in derivative transactions. The financial derivative instrument agreements we have with our counterparties may require us to fund all, or a portion of, outstanding loss positions related to these contracts prior to their scheduled maturities. The amount of collateral posted, if any, is periodically adjusted based on the fair value of the hedge contracts. Our policy is to offset the liabilities represented by these contracts with any cash collateral paid to the counterparties.

The impact of offsetting derivative instruments is depicted below (in millions):

	Gross Amount of Amount Recognized		Gross Amount of Cash Collateral	Net Amount Presented on Balance Sheet	
	Assets	Liabilities	Offset	Assets	Liabilities
Fuel derivatives					
As of June 30, 2017	\$ 2	\$ 2	\$ —	—\$ 2	\$ 2
As of December 31, 2016	22	—	—	\$ 22	—

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 7—Fair Value

Under the Fair Value Measurements and Disclosures topic of the Codification, disclosures are required about how fair value is determined for assets and liabilities and a hierarchy for which these assets and liabilities must be grouped is established, based on significant levels of inputs as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;

Level 2 quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or

Level 3 unobservable inputs for the asset or liability, such as discounted cash flow models or valuations.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a listing of our assets and liabilities required to be measured at fair value on a recurring basis and where they are classified within the fair value hierarchy as of June 30, 2017 and December 31, 2016 (in millions):

	June 30, 2017			Total
	Level 1	Level 2	Level 3	
Assets				
Cash equivalents	\$393	\$—	\$—	—\$393
Available-for-sale investment securities	12	195	—	207
Aircraft fuel derivatives	—	2	—	2
	\$405	\$197	\$—	—\$602
Liabilities				
Aircraft fuel derivatives	\$—	\$2	\$—	—\$2
	\$—	\$2	\$—	—\$2

	December 31, 2016			Total
	Level 1	Level 2	Level 3	
Assets				
Cash equivalents	\$313	\$—	\$—	—\$313
Available-for-sale investment securities	115	220	—	335
Aircraft fuel derivatives	—	22	—	22
	\$428	\$242	\$—	—\$670

Refer to Note 2 for fair value information related to our outstanding debt obligations as of June 30, 2017 and December 31, 2016.

Cash equivalents

Our cash equivalents include money market securities and commercial paper which are readily convertible into cash, have maturities of 90 days or less when purchased and are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy.

Available-for-sale investment securities

Included in our available-for-sale investment securities are U.S. treasury bills, time deposits and commercial paper with maturities of greater than 90 days but less than one year. The U.S. treasury bills are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy. The fair values of our time deposits and commercial paper instruments are based on observable inputs in non-active markets and are therefore classified as Level 2 in the hierarchy. We did not record any significant gains or losses on these securities during the three and six months ended June 30, 2017 and 2016.

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JETBLUE AIRWAYS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Aircraft fuel derivatives

Our aircraft fuel derivatives include swaps, collars, and basis swaps which are not traded on public exchanges. Heating oil and jet fuel are the products underlying these hedge contracts as they are highly correlated with the price of jet fuel. Their fair values are determined using a market approach based on inputs that are readily available from public markets for commodities and energy trading activities. Therefore, they are classified as Level 2 in the hierarchy. The data inputs are combined into quantitative models and processes to generate forward curves and volatilities related to the specific terms of the underlying hedge contracts.

Note 8—Accumulated Other Comprehensive Income (Loss)

Comprehensive income (loss) includes changes in fair value of our aircraft fuel derivatives and interest rate swap agreements, which qualify for hedge accounting. A rollforward of the amounts included in the accumulated other comprehensive income (loss), net of taxes for the three months ended June 30, 2017 and June 30, 2016 are as follows (in millions):

	Aircraft Fuel Derivatives ⁽¹⁾	Interest Rate Swaps ⁽²⁾	Total
Balance of accumulated income at March 31, 2017	\$ 5	\$ —	\$5
Reclassifications into earnings (net of \$0 of taxes)	(1)	—	(1)
Change in fair value (net of \$(3) of taxes)	(4)	—	(4)
Balance of accumulated income at June 30, 2017	\$ —	\$ —	\$—
Balance of accumulated (losses) income at March 31, 2016	\$ (4)	\$ 1	\$(3)
Change in fair value (net of \$12 of taxes)	19	—	19
Balance of accumulated income at June 30, 2016	\$ 15	\$ 1	\$16

(1) Reclassified to aircraft fuel expense

(2) Reclassified to interest expense

A rollforward of the amounts included in accumulated other comprehensive income (loss), net of taxes for the six months ended June 30, 2017 and June 30, 2016 are as follows (in millions):

	Aircraft Fuel Derivatives ⁽¹⁾	Interest Rate Swaps ⁽²⁾	Total
Balance of accumulated income at December 31, 2016	\$ 13	\$ —	\$13
Reclassifications into earnings (net of \$(1) of taxes)	(3)	—	(3)
Change in fair value (net of \$(7) of taxes)	(10)	—	(10)
Balance of accumulated income at June 30, 2017	\$ —	\$ —	\$—
Balance of accumulated (losses) income at December 31, 2015	\$ (4)	\$ 1	\$(3)
Change in fair value (net of \$12 of taxes)	19	—	19
Balance of accumulated income at June 30, 2016	\$ 15	\$ 1	\$16

(1) Reclassified to aircraft fuel expense

(2) Reclassified to interest expense

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Second Quarter 2017 Highlights

We had a \$199 million increase in operating revenue compared to the second quarter of 2016 due primarily to a 5.7% increase in yield per passenger mile, a 4.8% increase in capacity and a 4.0% increase in average fare. The timing of Easter in 2017 as compared to 2016 also contributed to the increase in operating revenue.

We generated \$872 million in cash from operations and \$286 million in free cash flow for the six months ended June 30, 2017. A portion of our free cash flow was utilized to fund our share repurchases and debt payments.

Our operating margin increased by 0.1 points to 19.2%.

Operating expense per available seat mile increased by 6.8% to 10.45 cents, primarily due to an increase in aircraft fuel expenses and an increase in the average number of aircraft. Excluding fuel and related taxes, as well as operating expenses related to our non-airline operations, our cost per available seat mile⁽¹⁾ increased 5.1%

Operating income was \$354 million, an increase of \$41 million over the comparable period in 2016. This increase was principally driven by higher revenue, partially offset by increases in most other expense categories.

Balance Sheet

We ended the second quarter of 2017 with unrestricted cash, cash equivalents and short-term investments of \$1.0 billion and undrawn lines of credit of approximately \$625 million. Our unrestricted cash, cash equivalents and short-term investments are approximately 15% of trailing twelve months revenue. We increased the number of unencumbered aircraft by four during the quarter by using cash on hand to pay for our three deliveries and a lease buyout on one aircraft. We have 107 unencumbered aircraft and 37 unencumbered spare engines as of June 30, 2017. In June 2017, Moody's Investor Service upgraded our debt rating to Ba1 from Ba3 with a stable outlook reflecting the strength of our financial position, including debt reduction and considering existing cash reserves.

Network

Our growth strategy remains targeted on margin-accretive opportunities in our focus cities, particularly in Boston and Fort Lauderdale. Approximately 97% of our growth in the past 5 years has been in our six focus cities, and 92% has been in New York, Boston and Fort Lauderdale. Targeted growth continues as we work towards 200 daily departures from Boston and 140 from Fort Lauderdale. We now have weekday Mint service in New York, Boston and Fort Lauderdale connecting to our focus city in Los Angeles, as well as San Francisco.

With the success of our existing MintTM routes, we announced additional Boston MintTM service to San Francisco, beginning in the third quarter of 2017, to San Diego, beginning in the fourth quarter of 2017, and seasonal MintTM service to St. Maarten, beginning in the fourth quarter of 2017. We also plan to provide year-round MintTM service from New York to Las Vegas, starting in the fourth quarter of 2017, and San Diego, starting in the third quarter of 2017. During the first quarter of 2017, we launched our MintTM service between Fort Lauderdale and Los Angeles, and we expect to start MintTM service between Fort Lauderdale and San Francisco during the second quarter of 2017.

We plan to continue to invest in our Fort Lauderdale focus city by expanding to new markets and through MintTM service.

As part of our ongoing network initiatives and route optimization efforts, we continued to make schedule and frequency adjustments throughout the second quarter of 2017.

Outlook for 2017

For the third quarter of 2017, cost per available seat mile, excluding fuel⁽¹⁾ is expected to increase between 1.5% and 3.5% over the comparable 2016 period. In addition, we expect revenue per available seat mile to change between (0.5)% and 2.5% on an operating capacity increase between 6.5% and 7.5% over the comparable 2016 period.

For full year 2017, we expect our operating capacity to increase between 5.5% and 6.5% over full year 2016 with the addition of nine Airbus A321 aircraft to our operating fleet during the remainder of the year. We expect our cost per available seat mile, excluding fuel,⁽¹⁾ for the full year 2017 to increase between 2.0% and 3.5% over full year 2016.

(1) Refer to our "Regulation G Reconciliation" at the end of this section for more information on this non-GAAP measure.

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RESULTS OF OPERATIONS

Three Months Ended June 30, 2017 vs. 2016

Overview

We reported net income of \$211 million, operating income of \$354 million and an operating margin of 19.2% for the three months ended June 30, 2017. This compares to net income of \$181 million, operating income of \$313 million and an operating margin of 19.1% for the three months ended June 30, 2016. Diluted earnings per share were \$0.64 for the second quarter of 2017 compared to \$0.53 for the same period in 2016.

On-time performance, as defined by the Department of Transportation, or DOT, is arrival within 14 minutes of scheduled arrival time. In the second quarter of 2017, our systemwide on-time performance was 69.0% compared to 78.9% for the same period in 2016. Our on-time performance remains challenged by our concentration of operations in the northeast of the U.S., one of the world's most congested airspaces. Runway construction at John F. Kennedy International Airport and Boston Logan International Airport along with a higher than normal number of air traffic control delays further impacted our operations for the three months ended June 30, 2017. Our completion factor was 98.1% in the second quarter of 2017 and 99.4% in the same period in 2016.

Operating Revenues

(Revenues in millions; percent changes based on unrounded numbers)	Three months ended		Year-over-Year	
	June 30, 2017	2016	\$	%
Passenger revenue	\$1,650	\$1,487	\$163	11.0
Other revenue	192	156	36	22.8
Total operating revenues	\$1,842	\$1,643	\$199	12.1
Average Fare	\$160.03	\$153.94	\$6.09	4.0
Yield per passenger mile (cents)	13.60	12.87	0.73	5.7
Passenger revenue per ASM (cents)	11.59	10.94	0.65	5.9
Operating revenue per ASM (cents)	12.93	12.09	0.84	7.0
Average stage length (miles)	1,069	1,097	(28)	(2.6)
Revenue passengers (thousands)	10,313	9,660	653	6.8
Revenue passenger miles (millions)	12,133	11,553	580	5.0
Available Seat Miles (ASMs) (millions)	14,246	13,597	649	4.8
Load Factor	85.2	% 85.0	%	0.2 pts.

Passenger revenue is our primary source of revenue, which includes seat revenue as well as revenue from our ancillary product offerings such as EvenMore™ Space. The increase in passenger revenue of \$163 million, or 11.0%, for the three months ended June 30, 2017, compared to the same period in 2016, was primarily attributable to a 4.0% increase in average fare in addition to a 6.8% increase in revenue passengers. The increase in other revenue of \$36 million, or 22.8%, for the three months ended June 30, 2017, compared to the same period in 2016, was primarily attributable to an increase in our loyalty revenue from our co-brand credit card agreement. We are continuously looking to expand our other ancillary revenue opportunities, improve our TrueBlue® loyalty program and deepen our portfolio of commercial partnerships.

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Operating Expenses

In detail, our operating costs per available seat mile, or ASM, were as follows:

(in millions; per ASM data in cents; percent changes based on unrounded numbers)	Three Months Ended June 30,		Year-over-Year Change		Cents per ASM			
	2017	2016	\$	%	2017	2016	% Change	
Aircraft fuel and related taxes	\$325	\$274	\$51	18.5	% 2.28	2.02	13.1	%
Salaries, wages and benefits	464	415	49	12.0	3.26	3.05	6.9	
Landing fees and other rents	101	92	9	10.3	0.71	0.67	5.3	
Depreciation and amortization	109	96	13	13.6	0.77	0.71	8.4	
Aircraft rent	24	28	(4)	(12.1)	0.17	0.20	(16.1)	
Sales and marketing	68	72	(4)	(6.8)	0.48	0.53	(11.1)	
Maintenance materials and repairs	166	140	26	18.4	1.16	1.03	13.0	
Other operating expenses	231	213	18	8.4	1.62	1.57	3.4	
Total operating expenses	\$1,488	\$1,330	\$158	11.9	% 10.45	9.78	6.8	%

Aircraft Fuel and Related Taxes

Aircraft fuel and related taxes increased by \$51 million, or 18.5%, for the three months ended June 30, 2017 compared to the same period in 2016. The average fuel price for the second quarter 2017 increased by 12.3% to \$1.61 per gallon. Our fuel consumption increased by 5.5%, or 11 million gallons, due to an increase in the average number of aircraft operating during the second quarter 2017 as compared to the same period in 2016.

Salaries, Wages and Benefits

Salaries, wages and benefits increased \$49 million, or 12.0%, for the three months ended June 30, 2017 compared to the same period in 2016. It was our largest expense for the quarter, representing approximately 31% of our total operating expenses. During 2016, we announced that effective January 1, 2017, profit sharing eligible Crewmembers would receive an 8% raise and a modified profit sharing plan. We believe this recognition and change to our compensation structure reflects industry trends and ensures that our Crewmember compensation and rewards are fair and competitive. The wage increase, along with higher labor costs due to challenging conditions in the operation, were partially offset by lower profit sharing.

Depreciation and Amortization

Depreciation and amortization increased \$13 million, or 13.6%, for the three months ended June 30, 2017 compared to the same period in 2016, primarily driven by a 6.2% increase in the average number of aircraft operating during the second quarter of 2017 as compared to the same period in 2016.

Maintenance Materials and Repairs

Maintenance materials and repairs increased \$26 million, or 18.4%, for the three months ended June 30, 2017 compared to the same period in 2016, primarily driven by increased flight hours on our engine flight-hour based maintenance repair agreements and by an increase in the number of airframe heavy maintenance events.

Other Operating Expenses

Other operating expenses increased \$18 million, or 8.4%, for the three months ended June 30, 2017 compared to the same period in 2016, primarily due to an increase in airport and technology services and passenger on-board supplies resulting from an increased number of passengers flown.

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Six Months Ended June 30, 2017 vs. 2016

Overview

We reported net income of \$296 million, operating income of \$501 million and an operating margin of 14.5% for the six months ended June 30, 2017. This compares to net income of \$388 million, operating income of \$662 million and an operating margin of 20.3% for the six months ended June 30, 2016. Diluted earnings per share were \$0.88 for the six months ended June 30, 2017 compared to \$1.14 for the same period in 2016.

Approximately 75% of our operations reside in the heavily populated northeast corridor of the U.S., which includes the New York and Boston metropolitan areas. During the first three months of 2016, a series of winter storms impacted this area, with Boston's Logan Airport experiencing record breaking snowfall totals.

Operating Revenues

(Revenues in millions; percent changes based on unrounded numbers)	Six Months Ended June 30, 2017	2016	Year-over-Year Change
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