

HAWAIIAN HOLDINGS INC  
Form SC 13G/A  
February 14, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Hawaiian Holdings, Inc.

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(Name of Issuer)

Common Stock, \$.01 par value

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(Title of Class of Securities)

419879101

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 419879101

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**QVT Associates GP LLC**

01-0798253

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5.  Sole Voting Power

Number of 0

Shares  6. Shared Voting Power

Beneficially

Owned by 2,003,978 shares of common stock

Each  7. Sole Dispositive Power

Reporting

Person 0

With:  8. Shared Dispositive Power

2,003,978 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,003,978 shares of common stock

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.42%

12. Type of Reporting Person (See Instructions)

OO

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CUSIP No. 419879101

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**QVT Hawaiian LLC**

20-2493330

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5.  Sole Voting Power

Number of 0

Shares  6. Shared Voting Power

Beneficially

Owned by 2,003,978 shares of common stock

Each  7. Sole Dispositive Power

Reporting

Person 0

With:  8. Shared Dispositive Power

2,003,978 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,003,978 shares of common stock

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.42%

12. Type of Reporting Person (See Instructions)

OO

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**Item 1 (a).** Name of Issuer

Hawaiian Holdings, Inc. (the Issuer )

**Item 1 (b).** Address of Issuer s Principal Executive Offices

The address of the Issuer s principal executive offices is:

3375 Koapaka Street, Suite G-350, Honolulu, Hawaii 96819, United States

**Item 2 (a).** Name of Person Filing

**Item 2 (b).** Address of Principal Business Office or, if none, Residence

**Item 2 (c).** Citizenship

QVT Associates GP LLC

527 Madison Avenue, 8th Floor

New York, New York 10022

Delaware Limited Liability Company

QVT Hawaiian LLC

527 Madison Avenue, 8th Floor

New York, New York 10022

Delaware Limited Liability Company

**Item 2 (d).** Title of Class of Securities

The title of the securities is common stock, \$.01 par value (the Common Stock ).

**Item 2 (e).** CUSIP Number

The CUSIP number of the Common Stock is 419879101.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

(a) Amount beneficially owned:

QVT Hawaiian LLC beneficially owns 2,003,978 shares of Common Stock. Under QVT Hawaiian LLC's Limited Liability Company Agreement, QVT Associates GP LLC, its President, has the sole right to manage the business and affairs of QVT Hawaiian LLC and has the sole right to vote any shares of voting securities issued to or held by QVT Hawaiian LLC. Accordingly, QVT Associates GP LLC may be deemed to be the beneficial owner of the 2,003,978 shares of Common Stock held by QVT Hawaiian LLC.

(b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

**QVT ASSOCIATES GP LLC**

By: /s/ Tracy Fu  
\_\_\_\_\_

Name: Tracy Fu  
Title: Managing Member

By: /s/ Nicholas Brumm  
\_\_\_\_\_

Name: Nicholas Brumm  
Title: Managing Member

**QVT HAWAIIAN LLC**

By QVT Associates GP LLC,

its President

By: /s/ Tracy Fu  
\_\_\_\_\_

Name: Tracy Fu  
Title: Managing Member

By: /s/ Nicholas Brumm  
\_\_\_\_\_

Name: Nicholas Brumm  
Title: Managing Member

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 13, 2006

**QVT ASSOCIATES GP LLC**

By: /s/ Tracy Fu

\_\_\_\_\_  
Name: Tracy Fu  
Title: Managing Member

By: /s/ Nicholas Brumm

\_\_\_\_\_  
Name: Nicholas Brumm  
Title: Managing Member

**QVT HAWAIIAN LLC**

By QVT Associates GP LLC,

its President

By: /s/ Tracy Fu

\_\_\_\_\_  
Name: Tracy Fu  
Title: Managing Member

By: /s/ Nicholas Brumm

\_\_\_\_\_  
Name: Nicholas Brumm  
Title: Managing Member