

DELTA AIR LINES INC /DE/  
Form SC 13G  
February 15, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2**

**(Amendment No. \_\_)**

**DELTA AIR LINES, INC.**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**247361702**

**(CUSIP Number)**

**December 31, 2016**

**(Date of Event Which Requires Filing of this Statement)**

**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 disclosures provided in a prior cover page.

The information required on 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 (the 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. 247361702

13G

Page 2 of 18 Pages

**1 NAME OF REPORTING PERSON**

Warren E. Buffett

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States Citizen

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 60,025,995 shares of Common Stock

**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

60,025,995 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

60,025,995 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

8.2%

**12 TYPE OF REPORTING PERSON**

IN

CUSIP No. 247361702

13G

Page 3 of 18 Pages

**1 NAME OF REPORTING PERSON**

Berkshire Hathaway Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 60,025,995 shares of Common Stock

**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

60,025,995 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

60,025,995 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

8.2%

**12 TYPE OF REPORTING PERSON**

HC, CO

CUSIP No. 247361702

13G

Page 4 of 18 Pages

**1 NAME OF REPORTING PERSON**

National Indemnity Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Nebraska

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 54,934,718 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

54,934,718 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

54,934,718 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

*7.5%*

**12 TYPE OF REPORTING PERSON**

IC, CO



CUSIP No. 247361702

13G

Page 5 of 18 Pages

**1 NAME OF REPORTING PERSON**

GEICO Corporation

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**5 SOLE VOTING POWER****NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 7,908,723 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

7,908,723 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

7,908,723 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.1%

**12 TYPE OF REPORTING PERSON**

HC, CO

CUSIP No. 247361702

13G

Page 6 of 18 Pages

**1 NAME OF REPORTING PERSON**

Government Employees Insurance Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Maryland

**5 SOLE VOTING POWER****NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 7,908,723 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

7,908,723 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

7,908,723 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.1%

**12 TYPE OF REPORTING PERSON**

IC, CO

CUSIP No. 247361702

13G

Page 7 of 18 Pages

**1 NAME OF REPORTING PERSON**

BNSF Master Retirement Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Texas

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 851,277 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

851,277 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

851,277 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

EP

CUSIP No. 247361702

13G

Page 8 of 18 Pages

**1 NAME OF REPORTING PERSON**

Buffalo News Editorial Pension Plan

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of New York

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 125,000 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

125,000 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

125,000 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11**      **Not applicable.**  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

**12**      Less than 0.1%  
**TYPE OF REPORTING PERSON**

EP



CUSIP No. 247361702

13G

Page 9 of 18 Pages

**1 NAME OF REPORTING PERSON**

Lubrizol Master Trust Pension

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Ohio

**5 SOLE VOTING POWER****NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 800,000 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

800,000 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

800,000 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

EP

**1 NAME OF REPORTING PERSON**

GEICO Corporation Pension Plan Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Maryland

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 840,000 shares of Common Stock

**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

840,000 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

840,000 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

EP

**1 NAME OF REPORTING PERSON**

Precision Castparts Corp. Master Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Oregon

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** NONE  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 2,475,000 shares of Common Stock  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** NONE  
**8 SHARED DISPOSITIVE POWER**

**WITH**

2,475,000 shares of Common Stock  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,475,000 shares of Common Stock  
**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not applicable.**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.3%

**12 TYPE OF REPORTING PERSON**

EP

**Item 1.**

**(a) Name of Issuer**

Delta Air Lines, Inc.

**(b) Address of Issuer's Principal Executive Offices**

P.O. Box 20706, Atlanta, GA 30320

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

**Item 2(b). Address of Principal Business Office:**

**Item 2(c). Citizenship:**

Warren E. Buffett

3555 Farnam Street

Omaha, Nebraska 68131

United States Citizen

National Indemnity Company

3024 Harney Street

Omaha, Nebraska 68131

Nebraska corporation

Government Employees Insurance Company

One GEICO Plaza

Washington, DC 20076

Maryland corporation

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

Delaware corporation

GEICO Corporation

One GEICO Plaza

Washington, DC 20076

Delaware corporation

The Buffalo News Editorial Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York corporation

Edgar Filing: DELTA AIR LINES INC /DE/ - Form SC 13G

GEICO Corporation Pension Plan Trust

c/o GEICO Corporation

One GEICO Plaza

Washington D.C. 20076

Delaware corporation

BNSF Master Retirement Trust

c/o BNSF Railway

2650 Lou Menk Drive

Fort Worth, TX 76131

Texas

Lubrizol Master Trust Pension

c/o The Lubrizol Corporation

29400 Lakeland Blvd.

Wickliffe, Ohio 44092

Ohio

Precision Castparts Corp. Master Trust

c/o Precision Castparts Corporation

4650 SW Macadam Ave.

Portland, OR 97239

Oregon corporation



**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

247361702

**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:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company and Government Employees Insurance Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

The Buffalo News Editorial Pension Plan, BNSF Master Retirement Trust, Lubrizol Master Trust Pension, GEICO Corporation Pension Plan Trust, and Precision Castparts Corp. Master Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially Owned**

See the Cover Pages for each of the Reporting Persons.

**(b) Percent of Class**

See the Cover Pages for each of the Reporting Persons.

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

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

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

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

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

See the Cover Pages for each of the Reporting Persons.

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

Not Applicable.

**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 or Control Person.**

See Exhibit A.

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

See Exhibit A.

**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 acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURES**

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 this 14<sup>th</sup> day of February, 2017

/s/ Warren E. Buffett

Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett

Warren E. Buffett

Chairman of the Board

NATIONAL INDEMNITY COMPANY,  
GEICO CORPORATION, GOVERNMENT  
EMPLOYEES INSURANCE COMPANY,  
THE BUFFALO NEWS EDITORIAL  
PENSION PLAN, BNSF MASTER  
RETIREMENT TRUST, LUBRIZOL  
MASTER TRUST PENSION, GEICO  
CORPORATION PENSION PLAN TRUST  
AND PRECISION CASTPARTS CORP.  
MASTER TRUST

By /s/ Warren E. Buffett

Warren E. Buffett

Attorney-in-Fact

**SCHEDULE 13G**

**EXHIBIT A**

**RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP**

**PARENT HOLDING COMPANIES OR CONTROL PERSONS:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

**INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:**

National Indemnity Company

Government Employees Insurance Company

**EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)**

The Buffalo News Editorial Pension Plan

BNSF Master Retirement Trust

Lubrizol Master Trust Pension

GEICO Corporation Pension Plan Trust

Precision Castparts Corp. Master Trust

**SCHEDULE 13G**

**EXHIBIT B**

**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)**

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of Delta Air Lines, Inc. may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2017

/S/ Warren E. Buffett  
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 14, 2017

/S/ Warren E. Buffett  
By: Warren E. Buffett  
Title: Chairman of the Board

National Indemnity Company

Dated: February 14, 2017

/S/ Marc D. Hamburg  
By: Marc D. Hamburg  
Title: Chairman of the Board

GEICO Corporation

Dated: February 14, 2017

/S/ William E. Roberts  
By: William E. Roberts  
Title: President

Government Employees Insurance Company

Dated: February 14, 2017

/S/ William E. Roberts  
By: William E. Roberts  
Title: President

BNSF Master Retirement Trust

Dated: February 14, 2017

/S/ Julie Piggott

By: Julie Piggott

Vice President, Burlington Northern Santa Fe, LLC

GEICO Corporation Pension Plan Trust

Dated: February 14, 2017

/S/ William E. Roberts  
By: William E. Roberts  
Title: President, GEICO Corporation

Precision Castparts Corp. Master Trust

Dated: February 14, 2017

/S/ Shawn Hagel  
By: Shawn Hagel  
Title: Executive Vice President, Precision Castparts Corp.