Gol Intelligent Airlines Inc.
Form 424B5
March 25, 2019

PROSPECTUS SUPPLEMENT

(To Prospectus Dated April 30, 2018)

Filed Pursuant to Rule 424(b)(5)

Registration No. 333-224546

Gol Linhas Aéreas Inteligentes S.A.
(Gol Intelligent Airlines Inc.)

Up to 14,000,000 American Depositary Shares representing 28,000,000 Preferred Shares

Offered by Selling Securityholder

This is an offering of an aggregate of up to 14,000,000 American Depositary Shares, or the ADSs, each representing two preferred shares of Gol Linhas Aéreas Inteligentes S.A. ("GLAI"), which the selling securityholder will loan to one of the underwriters of this offering or its affiliate, which we refer to as the "ADS Borrower" in this prospectus supplement, pursuant to an ADS lending agreement, which we refer to as the ADS Lending Agreement. We also refer to the ADS loan transaction as the "Registered ADS Borrow Facility" in this prospectus supplement.

American Depositary Shares, representing our preferred shares, are listed on the New York Stock Exchange (the "NYSE") under the ticker symbol "GOL." The last reported sale price of the ADSs on the NYSE on March 21, 2019 was US$15.38 per ADS.

Concurrently with this offering of ADSs, GOL Equity Finance, an orphan special purpose vehicle organized as a public limited liability company (*société anonyme*) under the laws of the Grand Duchy of Luxembourg ("GOL Equity Finance"), is offering, by means of a separate offering memorandum, US$300.0 million aggregate principal amount of exchangeable senior notes (the "exchangeable senior notes"), (i) in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the "Securities Act") to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) that are also qualified purchasers (as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act")), and (ii) to non-U.S. persons outside the United States in offshore transactions in accordance with Regulation S under the Securities Act ("Regulation S"), or the concurrent exchangeable senior notes offering. GLAI and Gol Linhas Aéreas S.A. will unconditionally and irrevocably guarantee, on a senior unsecured basis, all of GOL Equity Finance's obligations pursuant to the exchangeable senior notes and the indenture governing the notes. GOL Equity Finance also expects to grant a 30-day option to the initial purchasers of the exchangeable senior notes to purchase up to an additional US$45.0 million aggregate principal amount of the exchangeable senior notes. The offering of the borrowed ADSs pursuant to this prospectus supplement and the accompanying prospectus is contingent upon the consummation of the offering of the exchangeable senior notes, and the offering of the exchangeable senior notes is contingent upon the consummation of the offering of the borrowed ADSs hereunder.

The Registered ADS Borrow Facility is intended to facilitate privately negotiated derivatives transactions related to the exchangeable senior notes. ADSs borrowed under the ADS Lending Agreement will be used to facilitate such transactions.

The borrowed ADSs offered hereby may be offered for sale in transactions, including block sales, in the over-the-counter market, in negotiated transactions or otherwise. 5,202,935 of the borrowed ADSs (the "initial borrowed ADSs") will be initially sold hereunder at US$15.00 per ADS concurrently with the pricing of the exchangeable senior notes, and the remaining borrowed ADSs may subsequently be sold at prevailing market prices at the time of sale or at negotiated prices.

We and the selling securityholder will not receive any proceeds from the sale of the ADSs under this prospectus supplement and any related prospectus supplement. However, the selling securityholder will receive a periodic loan fee, payable semiannually, for the lending of the borrowed ADSs at a rate of 0.75% per annum on the value of the borrowed ADSs that have been on-lent or are the subject of a derivative transaction.

Investing in these securities involves a high degree of risk. You should carefully consider the risks described under "Item 3. Key Information—D. Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2018, as filed with the SEC on March 13, 2019, incorporated by reference herein, and "Risk Factors" beginning on page 16 of this prospectus supplement.

	Per ADS	**Total**
Public offering price	US$15.00	**US$78,044,025**
Underwriting commission	-	-
Proceeds to selling securityholder	-	-

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The underwriters expect to deliver the initial borrowed ADSs on or about March 26, 2019.

Global Coordinators

BofA Merrill Lynch **Morgan Stanley** **Evercore ISI**

Joint Bookrunners

BTG Pactual **Deutsche Bank Securities** **Credit Agricole CIB** **BCP Securities**

Nomura **Bradesco BBI** **Santander** **The Buckingham Research Group** **BB Securities**

The date of this prospectus supplement is March 21, 2019.

TABLE OF CONTENTS

We are responsible for the information contained in this prospectus supplement, any accompanying prospectus supplement and the documents incorporated by reference herein and therein. You should rely only on the information contained or incorporated by reference in this prospectus supplement and the applicable prospectus supplement. We have not authorized anyone to provide you with different information. This prospectus supplement may only be used where it is legal to sell these securities. You should not assume that the information in this prospectus supplement or the applicable prospectus supplement is accurate as of any date other than the date on the front of those documents. These securities are not being offered in any jurisdiction where the offer or sale is not permitted.

About This Prospectus SUPPLEMENT

This prospectus supplement is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration process. Under the shelf process, the selling securityholder referred to in the prospectus and identified in this prospectus supplement may offer and resell from time to time the ADSs under this prospectus supplement.

This prospectus supplement does not cover the issuance of any of our preferred shares by us to the selling securityholder, and we will not receive any proceeds from the sale of the ADSs lent to the ADS Borrower by the selling securityholder under this prospectus supplement and any related prospectus supplement. Except for any underwriting discounts, selling commissions, transfer taxes and fees, which are to be paid by the selling securityholder, we have agreed to pay the expenses incurred in connection with the registration of the ADSs owned by the selling securityholder covered by this prospectus supplement.

This prospectus supplement only provides you with a general description of the American Depositary Shares the selling securityholder may offer. Each time the selling securityholder sell the American Depositary Shares described in the prospectus we will provide a supplement to the prospectus that will contain specific information about the terms of that offering, including the specific amounts, prices and terms of the American Depositary Shares offered. The prospectus supplement may also add, update or change information contained in the prospectus. You should carefully read both the prospectus and this prospectus, together with the additional information described under the heading “Where You Can Find More Information.”

Unless otherwise indicated, the term “selling securityholder” as used in this prospectus supplement means the selling securityholder referred to in this prospectus supplement and its donees, pledgees, transferees and other successors-in-interest. Unless otherwise indicated, references in this prospectus supplement to the “company,” “we,” “us” and “our” and similar terms refer to Gol Linhas Aéreas Inteligentes S.A. and its subsidiaries.

The prospectus and this prospectus supplement do not contain all of the information included in the registration statement as permitted by the rules and regulations of the SEC. We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and, therefore, file reports and other information with the SEC, including annual reports on Form 20-F and reports on Form 6-K. Statements contained in the prospectus and this prospectus supplement about the provisions or contents of any agreement or other document are only summaries. If SEC rules require that any agreement or document be filed as an exhibit to the registration statement, you should refer to that agreement or document for its complete contents.

You should assume that the information in the prospectus, this prospectus supplement or any related free writing prospectus is accurate only as of the date on the front of the document and that any information that we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of the prospectus, this prospectus supplement or any related free writing prospectus, or any sale of securities.

Where You Can Find More Information

We have filed with the SEC a registration statement (including amendments and exhibits to the registration statement) on Form F-3, dated April 30, 2018 and effective as of August 8, 2018, under the Securities Act. The prospectus, which is part of the registration statement, and this prospectus supplement do not contain all of the information set forth in the registration statement and the exhibits and schedules to the registration statement. For further information, we refer you to the registration statement and the exhibits and schedules filed as part of the registration statement. If a document has been filed as an exhibit to the registration statement, we refer you to the copy of the document that has been filed. Each statement in this prospectus supplement relating to a document filed as an exhibit is qualified in all respects by the filed exhibit.

You may inspect and copy reports and other information to be filed with the SEC at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661, and 233 Broadway, New York, New York 10279. Copies of the materials may be obtained from the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330. In addition, the SEC maintains an internet website at *http://www.sec.gov*, from which you can electronically access the registration statement and its materials.

As a foreign private issuer, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the Exchange Act. For example, we are not required to prepare and issue quarterly reports, and we are exempt from the Exchange Act rules regarding the provision and control of proxy statements and regarding short swing profit reporting and liability. However, we furnish our shareholders with annual reports containing consolidated financial statements audited by our independent registered public accounting firm and make available to our shareholders free translations of our quarterly reports (Form ITR as filed with the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, or the "CVM")) containing unaudited consolidated financial data for the first three quarters of each fiscal year, which are furnished to the SEC under Form 6-K. We furnish quarterly consolidated financial statements with the SEC within two months of the end of each of the first three quarters of our fiscal year, and we file annual reports on Form 20-F within the time period required by the SEC, which is four months from December 31, the end of our fiscal year.

iii

Incorporation of Certain Documents by Reference

The SEC allows us to "incorporate by reference" the information we submit to it, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus supplement. Information that we submit to the SEC in the future and incorporate by reference will automatically update and supersede the previously submitted information. We incorporate herein by reference the following document that we have filed with the SEC:

- Our Report on Form 6-K furnished to the SEC on March 6, 2019, relating to preliminary air traffic figures for February 2019; and
- Our Annual Report on Form 20-F for the year ended December 31, 2018, as filed with the SEC on March 13, 2019, or our 2018 Annual Report, except for the columns relating to the fiscal years 2014 and 2015 in Item 3 of our 2018 Annual Report.

You may obtain a copy of these filings at no cost by writing us at the following address or calling us at the number below:

Gol Linhas Aéreas Inteligentes S.A.
Praça Comandante Linneu Gomes, S/N, Portaria 3
CEP: 04626-020, São Paulo, SP, Brazil
Telephone +55 11 2128-4000

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. Information contained on our website is not incorporated by reference in, and shall not be considered a part of, this prospectus supplement.

Cautionary Statement Regarding Forward-Looking Statements

The prospectus, the registration statement of which it forms a part, this prospectus supplement and the documents incorporated by reference into these documents contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We use words such as “anticipates,” “believes,” “plans,” “expects,” “future,” “intend “will,” “foresee” and similar expressions to identify these forward-looking statements. In addition, from time to time we or our representatives have made or may make forward-looking statements orally or in writing. Furthermore, such forward-looking statements may be included in various filings that we make with the SEC or press releases or oral statements made by or with the approval of one of our authorized executive officers. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, those discussed in our 2018 Annual Report, which is incorporated by reference herein.

Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which reflect management’s opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements. You are advised, however, to consult any additional disclosures we have made or will make in our reports to the SEC on Forms 20-F and 6-K. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this prospectus supplement.

SUMMARY

This summary highlights information presented in greater detail elsewhere in this prospectus supplement. This summary is not complete and does not contain all the information you should consider before investing in these securities. You should carefully read the registration statement and this prospectus supplement before investing, including our 2018 Annual Report, audited consolidated financial statements as of December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016 ("audited consolidated financial statements"). See "Item 3.A. Selected Financial Data" in our 2018 Annual Report for information regarding our consolidated financial statements, definitions of technical terms and other introductory matters.

Overview

We are Brazil's leading airline based on our size, low operating costs, network reach, management team and customer experience. We are a low-cost carrier focused on offering low fares with high-quality customer experience to business and leisure passengers. We believe that we operate the only true low-cost carrier business model in Brazil. In 2018, we:

- had the lowest operating costs of any Brazilian airline, with a CASK ex-fuel of R$12.8 cents (US$3.7 cents), and one of the lowest among airlines globally;
- were among the five largest low-cost carriers globally based on annual revenue;
- were the largest Brazilian airline with over 33 million annual passengers transported and a domestic market share of 36.0% as measured by RPK;
- operated the most flights at Brazil's busiest airports;
- owned the airline loyalty program in Brazil with the highest market valuation, Smiles Fidelidade S.A., or Smiles, with 15.4 million members as of December 31, 2018; and
- had one of Brazil's largest e-commerce platforms and were a leader in digital solutions for clients.

As of December 31, 2018, we operated a single fleet of 115 Boeing 737 Next Generation aircraft and six Boeing 737-8 Max aircraft to offer approximately 700 daily flights across 69 destinations in Brazil, South America and the Caribbean. In 2017, we generated total operating revenue of R$10.3 billion with an operating margin of 9.6%, the highest in the preceding seven years, and, in 2018, we generated total operating revenue of R$11.4 billion with an operating margin of 12.3%.

Gol was founded in 2000, when entrepreneur Constantino de Oliveira Junior pioneered the low-cost carrier concept in Brazil. We believe that our superior value proposition for customers and our reliable and quality service offering have helped us create a premier brand and led to the rapid increase in our passenger market share. From Gol's launch in 2001 until today, Gol has been a major driver behind passenger growth in Brazil. Between 2001 and 2018, Brazil's domestic passenger market grew 3.0 times, from 30.8 million passengers in 2001 to 93.7 million in 2018. Brazil's international passenger market increased from 3.8 million passengers in 2001 to 9.3 million passengers in 2018, excluding international carriers. At the same time, our passenger market share in the domestic air transportation market, as measured by RPK, increased from 5% in 2001 to 36% in 2018. We refer to this growth of air transportation and passenger market share as the "Gol effect." We have transported more than 450 million passengers since we began our operations.

We have a unique business model that permits a flexible and versatile operation, avoiding over and under capacity as the Brazilian market evolves. In addition to our standardized 737 fleet type, our focus on business traffic in key markets in Brazil, short-term sublease agreements, tailored crew scheduling and a flexible hub-based network have helped us ensure the versatility of our business model and drive our operating margins. To strengthen our global connectivity we began cooperation with international carriers in 2005 and currently have 76 interline agreements and 12 codeshare partnerships. In addition, we have two of the world's biggest airlines, Delta Air Lines, Inc. and Air France – KLM, as our strategic shareholders, with combined equity interest in us of 10.6% as of December 31, 2018.

We reward loyal customers through Smiles, our loyalty program. Smiles generated R$1.0 billion in revenues in 2018 and has 15.4 million members. Smiles has over 30 partnerships including with some of Brazil and South America's largest banks and credit card companies. Smiles plays an important role for us, as it brings consistency to our core business because: (i) miles usage increases load factor with low yield impacts, (ii) the Smiles brand strengthens value perception, (iii) Smiles presents strong potential for ancillary revenue growth through diversified products and services and (iv) Smiles is an important part of our cash generation capacity and liquidity.

1

We maintained the lowest operating costs (on a CASK basis) of any Brazilian airline in every year since we began operating in 2001. In 2018, our CASK (ex-fuel) was R$12.8 cents (US$3.7 cents). We believe we are well positioned to maintain our relatively low unit operating costs by operating a standardized fleet type of Boeing 737-700/800, which allows us to maximize aircraft utilization and dilute our fixed costs. We have been constantly renewing our fleet and received six Boeing 737-8 Max aircraft in 2018, of our total order book of 135 Boeing 737 Max aircraft. These aircraft will deliver lower operating costs compared to prior generation aircraft.

In addition to low unit costs, Gol has established itself as the premier airline in Brazil, attracting business and leisure customers with low fares and garnering business customers by delivering a high-quality experience. In 2018, we were ranked first among airlines in the Top of Mind Award organized by the Brazilian newspaper *Folha de São Paulo* and were recognized as the most trusted airline brand in the 2018 Brands of Trust Award organized by *Datafolha*. We were the first airline in Brazil to provide wireless internet, or Wi-Fi, and other on-board entertainment, including live television, in the same platform. We provide a comfortable flight experience with the most seats with the largest legroom available. Lastly, we are the market leader in punctuality. In 2018, we had a punctuality rate of 91.8%, according to INFRAERO, the entity in charge of managing and controlling airports in Brazil.

We are the leader in domestic air transportation of business and leisure passengers in Brazil. According to the Brazilian Association of Corporate Travel (*Associação Brasileira de Agências de Viagens Corporativas*), we had a 38% share of business travelers within Brazil in 2018 and have been the market leader since 2014. Business passengers are particularly attractive as they are less price sensitive, purchase tickets closer to the flight date at higher fares and often purchase other ancillary products that we offer. Our low-cost carrier business model permits effective segmentation, allowing us to attract a high share of the demand-inelastic but price sensitive Brazilian business passengers, while providing attractive fares to demand-elastic and very price sensitive leisure travelers.

We are the leading airline operating at Brazil's busiest and most important airports, including Congonhas in São Paulo and Galeão and Santos Dumont in Rio de Janeiro, where we had a domestic market share measured by RPK of 52.0%, 58.7% and 41.5%, respectively, in 2018. Considering this market share, we believe we are best-positioned to capitalize on Brazil's economic growth as São Paulo and Rio de Janeiro, collectively, represented over 42% of Brazil's GDP in 2016.

Brazil is geographically similar in size to the continental United States and is currently the fifth largest domestic airline market in the world, after United States, China, India and Russia. International Air Transport Association estimates that the Brazilian market will continue to grow 3.6% per year over the next two decades. In addition, the Brazilian aviation market has significant untapped potential as flights per capita totaled approximately 0.5 per year in 2015, significantly below that of more established markets such as Australia (2.4) or the United States (2.1).

During the sharp economic slowdown of the Brazilian economy and the political turmoil that occurred in 2014 through 2016, with an aggregate GDP contraction of approximately 7%, high inflation, increased interest rates and a strong depreciation of the *real* against the U.S. dollar, our management team embarked on a comprehensive operational and financial repositioning, including (i) fleet reduction from 141 operating aircraft at the beginning of 2014 to 121 operating aircraft as of December 31, 2018; (ii) a complete network redesign focusing on the most profitable routes and business traffic; and (iii) a significant reduction in our operating costs, which, combined with improved yields, have resulted in increased operating margins and operating cash flow. As of December 31, 2018, our total net debt (excluding perpetual notes) to last 12 months EBITDA ratio was 2.1x. Our total adjusted net debt (excluding perpetual notes) to annualized EBITDAR ratio was 3.8x as of December 31, 2018 and 4.5x as of December 31, 2017, compared to 5.5x as of December 31, 2016 and 10.5x as of December 31, 2015. We also increased our operating margin from negative 1.9% in 2015 to positive 7.1% in 2016, 9.6% in 2017 and 12.3% in 2018. In 2018, we recorded an operating result of R$1.4 billion, as compared to R$989.4 million in 2017.

We believe we are best-positioned to benefit from the expected growth cycle in the Brazilian economy based on our strong network of slots and flights between the most attractive Brazilian airports, our higher market share in the business segment and our highly efficient aircraft fleet of Boeing 737 aircraft. These competitive advantages are key to our strategy and we believe they cannot be replicated by any of our competitors.

Our Competitive Strengths

We Have the Lowest Operating Costs of Any Brazilian Airline and One of the Lowest Globally. Our operating expense per available seat kilometer (CASK), ex-fuel, has been the lowest of any Brazilian airline since we began our operations in 2001. In the year ended December 31, 2018, our CASK (ex-fuel) was R$12.8 cents (US$3.7 cents). Our low-cost structure is mainly driven by the following factors:

- *High Aircraft Utilization.* We have the highest aircraft utilization in Brazil, which in the year ended December 31, 2018 was 11.8 hours per day.
- *Modern Fleet and Attractive Order Book.* We operate a modern fleet composed solely of Boeing 737 family aircraft, which are recognized as having high reliability and low operating costs. A standardized fleet reduces inventory costs, as it requires fewer spare parts, eliminates the need to train our pilots to operate different aircraft types, simplifies our maintenance and operations processes and provides enhanced flexibility in network planning. In addition, we have an attractive order book of 135 brand new, fuel efficient Boeing 737-8 and 737-10 Max to renew our fleet by 2028. As a result of our order book, we believe that the average age of our fleet, 9.5 years as of December 31, 2018, will be reduced to approximately 7 years by 2022, leading to lower maintenance costs and fuel consumption. Gol is the main customer of 737 aircraft in Latin America and one of the eight largest in the world.
- *Fuel Efficient Fleet.* We continue to reduce fuel consumption and improve efficiency through fleet modernization and other fuel initiatives. We have the lowest fuel consumption among airline carriers in Brazil. In 2018, we achieved a ratio of 34.3 available seat kilometers per liter of fuel consumed. Furthermore, the Boeing 737-8 Max aircraft that we have begun to place in service are estimated to deliver approximately 15% improved fuel efficiency compared to that of the prior generation of Boeing 737 aircraft.
- *High Capacity Fleet.* We have one of the highest seat densities in Brazil, with an average seat capacity of 177 per aircraft as of December 31, 2018.
- *Low Cost Distribution Model.* We have a robust operating platform that features advanced technology. Our effective use of technology helps to keep our costs low and our operations highly scalable and efficient. Our distribution channels are streamlined and convenient, allowing our customers to interact with us online. In 2018, we booked approximately 82% of our ticket sales through a combination of our website and applications programming interface, or API, systems.
- *Highly Productive Workforce.* We have a highly productive workforce resulting in a ratio of 2,187 passengers on board per full-time equivalent employee in the year ended December 31, 2018.

Our Route Network Focuses on the Busiest Airports by Passenger Traffic. We hold the leading position in Brazil's primary cities and busiest airports, and our route network closely mirrors the country's GDP income distribution. Several Brazilian airports have limited their number of slots due to capacity restrictions, especially the busiest airports in the country. Routes between these airports are among the most profitable routes in our markets, with high yields mostly derived from business travelers. Our leading position in Brazil's main airports permits us to add connections, either through our own flights or through our partner airlines, to additional destinations with attractive demand characteristics. We are the market leader in Brazilian business travel and, according to ABRACORP, in 2018 maintained a 38% market share by RPK of the business traveler segment. In 2018, we had a leading domestic market share by RPK of 36%, whereas our competitors had market shares of 32% for LATAM, 19% for Azul and 13% for Avianca. In the year ended December 31, 2018, we were also the largest player in five of the ten busiest airports in Brazil, with an average market share in excess of 39% and we were the leading airline in 57% of the 30 largest airports in Brazil, which together represent 90% of domestic air traffic by passengers in Brazil.

The following table presents our leading market share in the most economically important states and our market share in domestic passenger air traffic at the busiest airports in Brazil:

Main Brazilian Airports (by passengers)[1]	**State**	**State Share of Brazilian GDP**[2]	**Gol's Share of Airport's Total Domestic Flights**[1][3]	**Domestic Passengers**[1] *(in thousands)*		
				Total	**Gol**	**Gol's Share**
São Paulo (CGH)	São Paulo	32.1%	44.0%	21,638	9,916	45.8%
São Paulo (GRU)			29.0%	33,001	9,375	28.4%
Campinas (VCP)			1.9%	8,668	234	2.7%
Rio de Janeiro (GIG)	Rio de Janeiro	11.8%	53.0%	11,350	6,238	55.0%
Rio de Janeiro (SDU)			34.5%	9,029	3,602	39.9%
Brasília (BSB)	Distrito Federal	3.3%	32.9%	17,190	6,059	35.2%
Porto Alegre (POA)	Rio Grande do Sul	6.2%	31.3%	7,729	2,801	36.2%
Salvador (SSA)	Bahia	3.8%	27.1%	7,394	2,279	30.8%
Belo Horizonte (CNF)	Minas Gerais	9.2%	17.9%	9,958	2,172	21.8%
Recife (REC)	Pernambuco	2.7%	21.2%	7,977	2,006	25.1%
Main Airports		**69.1%**	30.3%	133,933	44,681	33.4%

(1) According to the National Civil Aviation Agency (Agência Nacional de Aviação Civil), or ANAC, for departures and arrivals data in 2018.

(2) According to the Brazilian Institute of Geography and Statistics (*Instituto Brasileiro de Geografia e Estatística*), or IBGE, in 2013.

(3) Our market share in total number of domestic departures and arrivals.

We Have the Premier Airline Brand in Brazil with High-Quality Customer Experience. We believe we provide the best overall experience to our customers, and we provide them with (i) the best on-time performance among all Brazilian airline companies; (ii) the best customer service; (iii) the most seats with the largest legroom available; (iv) on-board Wi-Fi, entertainment and live television; and (v) ancillary products and services, among others. In 2018, our net promoter score (NPS) was 40 on domestic flights. Our business model is based on innovation, best value proposition and application of low-cost carrier best practices. We had the highest on-time performance rate in the Brazilian market in 2017. Our market-leading on time performance is critical to maintaining high customer satisfaction levels. We operate a customer-friendly digital platform that includes our website and mobile app, which makes booking and travel easy and more enjoyable for our customers. In 2017, we received the following awards for best customer service in the Brazilian airline industry: (i) first place among airlines in customer service according to *Exame*, a leading business magazine in Brazil; (ii) first place according to ANAC in lowest number of complaints; and (iii) the only airline to receive a rating of "*ÓTIMO*" (outstanding) from online agency *reclameaqui.com.br*. In 2018, we were ranked first among airlines in the Top of Mind Award organized by the Brazilian newspaper *Folha de São Paulo* and were recognized as the most trusted airline brand in the Brands of Trust Award organized by *Datafolha*.

These awards are an external validation of our investments in customer service. In terms of comfort, we provide our customers the most seats with the largest legroom available, according to ANAC. In October 2016, we became the first airline in South America to offer Wi-Fi on board and, as of the end of the 2017, we had industry leading technology installed in 82 aircraft, combining Wi-Fi, streaming entertainment and live television in the same platform. Gol is the global launch customer for television streaming over the 2KU antenna developed by Gogo. In order to further improve customers' experience, we were the first company in the world to develop an online check in with facial recognition ("selfie check-in"). Moreover, our customers also count with support of our proprietary Geolocation tool that informs customers how many hours (based on their location) it would take them to arrive at the airport, and also offers rebooking options. The geolocation tool has already helped 14 million passengers to not miss their flights. We believe this high-quality customer experience to be a key factor in our leadership with business clients, the most profitable client segment.

We believe that the Gol brand has become synonymous with innovation and value in the airline industry. We were the first low-cost carrier in Latin America and have since brought to market innovative services and solutions including kiosk usage in airports, food menus on board, inflight Wi-Fi and geolocation and "selfie check-ins" as mentioned above. Gol and Smiles are well-recognized brands that stand for best value proposition and consistent execution of industry best practices, as well as low cost and social media-focused innovative marketing and advertisement techniques. Additionally, brand and product diversification from *Gollog* and *GOL+Conforto* products enhance our brand recognition across a diverse set of customers in various business segments and provide important customer satisfaction. In the year ended December 31, 2018, ancillary products and services accounted for 6.8% of our total operating revenue.

Strong Network and Global Alliances and Partnerships. We have a disciplined and methodical approach to our route selection, which includes significant flexibility that allows us to quickly adjust to changing market conditions. Our operating model is based on an integrated hub and spoke network and strategic point-to-point markets. We believe the use of this hybrid model increases our adaptability to seasonal and macroeconomic changes while maintaining a low-cost structure and improving aircraft and crew scheduling efficiency. The high level of integration of flights at selected airports allows us to offer frequent, non-stop flights at competitive fares between Brazil's most important cities. Our robust network also allows us to increase our load factors on our strongest city pair routes by using the airports in those cities to connect our customers to their final destinations. Lastly, our hub and spoke model allows us to build our flight routes to add destinations to cities that would not, individually, be feasible to serve in the traditional point-to-point model, but that can be served when simply added as additional points on our multiple-stop flights.
In 2018, we increased our operations in the Northeast of Brazil with our hub in Fortaleza. Designed to connect the main cities of the Northeast and North of Brazil, our Fortaleza hub serves as an origin of flights to the United States and Europe.

The Boeing 737-8 Max will provide us increased range to reach new markets. We began offering daily direct flights from Brasília and Fortaleza to Miami and Orlando in the fourth quarter of 2018, which has linked approximately 30 Brazilian cities to Florida and eight U.S. connection possibilities in a highly competitive elapsed time, as compared to routes connecting in Panama City, Bogotá or Lima. In December 2018, we began operating direct flights to Quito, Ecuador, which provided 38 connection possibilities, with three weekly non-stop flights from Guarulhos. In June 2019, we will begin operating four non-stop flights per week to Cancun, Mexico, from Brasília. Additionally, we will provide passengers with a superior flight experience with the Boeing 737-8 Max aircraft. We are evaluating other potential destinations and expect to serve growing demand from Southern Cone countries for flights to Brazil and other international destinations.

We also have a strategic partnership with Delta, which holds 9.4% of our share capital, as of December 31, 2018, and has become a strong operational and financial partner for us as a maintenance provider and codeshare partner. We believe this important partnership will also help us grow our international revenues further by seamlessly providing additional connecting traffic. In addition, our international alliance reach is broad, with partner airlines offering flights covering America, Europe, Africa and Asia. We have partnership programs with some of the most important international carriers, such as Air France – KLM, which holds 1.2% of our share capital, as of December 31, 2018, as well as Aerolíneas Argentinas, AeroMexico, Air Canada, Alitalia, Copa Airlines, Emirates, Etihad Airways, Korean Air, Qatar Airways and TAP. As of December 31, 2018, our global network included 76 interline agreements and 12 codeshare programs. These alliances allow us to serve 167 destinations throughout the globe through codeshare agreements. We will be able to increase our international revenue, which provides a natural hedge for us, without investing in wide-body aircraft, by benefiting from the codeshare and network these partners present. In addition, we count with incomparable sponsorship from several players in the industry. We are one of Boeing's most important 737 customers and one of the main airlines in Brazil supported by the Export-Import Bank of the United States. Additionally, our shareholders include one of the largest airlines in Europe (Air France – KLM) and one of the largest in the U.S. (Delta), as well as our founding family, which remains active on our board of directors.

Strong Customer Relationship Building through our Loyalty Program, Smiles, which has 15.4 Million Members. Our Smiles loyalty program is a strong relationship-building tool that represents a significant competitive advantage for us. Smiles has partnerships with, among others, hotel chains, car rental companies, publishers and retailers. Additionally, Smiles maintains partnerships with some of Brazil and South America's largest banks and credit card companies given its status as one of the leading frequent flyer programs in South America. In addition to the substantial loyalty-building component of the program, Smiles also provides us with enhanced flexibility, including funding sources (including advanced ticket sales), increased load factors with low impact on yields and dilution of fixed costs and expenses.

Our Strategies

Our goal is to offer the most attractive option for air travel to our customers, with a compelling combination of value, product and service, and, in so doing, to grow profitably and maintain our position as the leading airline in Brazil. Through the key elements of our business strategy, we seek to achieve:

Low Unit Cost. We aim to maintain our cost advantage as the lowest cost airline in Brazil and one of the lowest globally, by:

- maintaining the high aircraft utilization levels we achieved in the year ended December 31, 2018 of 11.8 block hours per day;
- utilizing new generation, fuel-efficient aircraft that deliver lower operating costs compared to prior generation aircraft;
- increasing the average seat capacity of the aircraft in our fleet through the continued introduction and operation of the new Boeing 737-8 Max; and
- taking a disciplined approach to our operational performance in order to reduce disruption and maximize utilization and profitability.

Offer the Best Service and Value to Our Customers. We intend to further increase our focus on customer satisfaction and loyalty by providing competitive low fares with dependable, reliable and on-time customer service. Essential to achieving this goal is becoming the most on-time airline in Brazil, having the most seats with the largest legroom available and maintaining convenient schedules to attractive destinations. We are the first Latin American airline to offer onboard Wi-Fi access via satellite, as well as television channels, program streaming with movies, cartoons, games and flight maps. All online and offline content is conveniently and easily accessed through passengers' mobile devices (cell phone, tablet or notebook). In addition, we will continue to use our Smiles loyalty program to increase our customer satisfaction by offering additional benefits, such as higher mileage multipliers for premium fares, upgrades and access to our recently remodeled airport lounges. We intend to further leverage our technological innovations and allow customers to perform more activities themselves by implementing our digital strategy.

Capitalize on Our Strong Market Position in Brazil and South America. We intend to increase penetration across all traveler segments by capitalizing on our competitive strengths. Since 2008, the number of domestic airline passengers carried in Brazil has increased by more than 80% to 93.7 million in 2018, according to ANAC. Brazilian domestic air passenger demand grew 4.4% in 2018 and Brazil is among the five largest domestic airline passenger markets worldwide. IATA estimates that it will grow 5.4% per year in the next two decades, which represents a total growth of 170 million passengers, reaching a total market size of 272 million passengers. By 2034, according to IATA's forecast, the five fastest-growing passenger markets in terms of additional passengers will be China (856 million new passengers), the United States (559 million), India (266 million), Indonesia (183 million) and Brazil (170 million).

While we will remain focused on Brazilian markets, we will explore the new opportunities provided by our Boeing 737-8 Max fleet, which will permit an approximate 15% increase in distance flown, to expand our international operations to selected cities in the Caribbean, South America, North America and others. We believe that the Brazilian airline industry may experience further consolidation and that strengthening our existing strategic partnerships will be a key factor in our success. In this environment, we intend to play a leading role in the South American airline industry and to strengthen our position as a leading player. We continuously revisit our viability studies to serve markets in regions that can be operated by 737 aircraft.

Our Boeing 737 aircraft provide us a significant strategic advantage in the form of low operating costs and high seat capacity. They have allowed us to build a leading market position, as measured by RPK, by increasing the supply of low-cost seats in Brazil, serving the most relevant destinations in South America and allowing us to add attractive markets for Brazilians to travel internationally.

Improve Our Balance Sheet and Capital Structure. We continuously focus on strengthening our balance sheet and have significantly reduced our leverage and improved our balance sheet and capital structure since 2015. We intend to further strengthen our financial position through several initiatives, including strict discipline in our fleet planning, liquidity position, further reduction in our operating costs and the extension of the average maturity profile of our debt. As of December 31, 2018, our total net debt (excluding perpetual notes) to last 12 months EBITDA ratio was 2.1x. Our total adjusted net debt (excluding perpetual notes) to annualized EBITDAR ratio was 3.8x as of December 31, 2018 and 4.5x as of December 31, 2017, compared to 5.5x as of December 31, 2016 and 10.5x as of December 31, 2015. We also increased our operating margin from negative 1.9% in 2015 to positive 7.1% in 2016, 9.6% in 2017 and 12.3% in 2018. In 2018, we recorded an operating result of R$1.4 billion, as compared to R$989.4 million in 2017.

Financial and Operating Data Highlights

Operating Data	Year ended December 31, 2016	2017	2018
Load factor (%)	77.5%	80.1%	80.0%
Aircraft utilization (block hours per day)	11.2	12.1	11.8
Average number of operating aircraft(1)	117	109	112
Operating revenue per ASK (R$ cents)	21.0	22.1	23.7
Operating expense per ASK (R$ cents)	19.5	20.0	20.8

Financial Data	Year ended December 31, 2016	2017	2018
	(in millions of R$, except percentages)		
Total operating revenue	9,720.5	10,329.0	11,411.4
Income (loss) before income taxes	1,357.8	70.6	(482.6)
Net income (loss)	1,098.7	377.8	(779.7)
Non-GAAP Measures			
EBITDA(2)	1,140.6	1,494.8	2,068.5
EBITDA margin(3)	11.7%	14.5%	18.1%
Operating margin(4)	7.1%	9.6%	12.3%
Total liquidity(5)	1,922.4	3,187.0	2,980.0

(1) Average operating fleet excludes subleased aircraft and those under maintenance, repair and overhaul, or MRO.
(2) We calculate EBITDA as net income (loss) *plus* financial income (expense), net, income taxes and depreciation and amortization. EBITDA is not a measure of financial performance recognized under IFRS, nor should it be considered an alternative to net income (loss) as a measure of operating performance, or as an alternative to operating cash flows or as a measure of liquidity. EBITDA is not calculated using a standard methodology and may not be comparable to the definition of EBITDA or similarly titled measures used by other companies. Because our calculation of EBITDA eliminates financial income (expense), net, income taxes and depreciation and amortization, we believe that our EBITDA provides an indication of our general economic performance, without giving effect to interest rate or exchange rate fluctuations, changes in income and social contribution tax rates or depreciation and amortization.
(3) We calculate EBITDA margin as EBITDA divided by total operating revenue for the relevant period.
(4) We calculate operating margin as income (loss) before financial income (expense), net and income taxes divided by total operating revenue for the relevant period.
(5) We calculate total liquidity as the sum of cash and cash equivalents, restricted cash, short-term investments and trade receivables for the relevant period.

Credit Ratings

In 2017, our credit ratings were upgraded by all three major rating agencies. Fitch and S&P each upgraded our credit rating twice in 2017, reaching a rating of B with a stable outlook and B- with a positive outlook, respectively, by the end of the year. Moody's upgraded our credit rating by four notches to B2 with a stable outlook.

Corporate Structure

The following chart summarizes our corporate structure as of the date of this prospectus supplement:

(1) On October 14, 2018, we announced to the market our intention to merge Smiles into us. See our 2018 Annual Report for more information.

Our principal executive offices are located at Brazil's largest domestic airport, the Congonhas airport, at Praça Comandante Linneu Gomes, S/N, Portaria 3, Jardim Aeroporto, 04626-020, São Paulo, SP, Brazil, and the telephone number of our investor relations department is +55 11 2128-4700. Our website is *www.voegol.com.br* and investor information may be found on our website under *www.voegol.com.br/ir*. Information contained on our website is not incorporated by reference, and is not to be considered a part of, this prospectus supplement.

THE OFFERING

Issuer	Gol Linhas Aéreas Inteligentes S.A., a publicly-held *sociedade por ações* under the laws of Brazil ("GLAI").
Borrowed ADSs offered	Up to 14,000,000 borrowed ADSs (representing up to 28,000,000 preferred shares). The borrowed ADSs are being borrowed from the selling securityholder named in this prospectus supplement. We are not issuing any preferred shares represented by the borrowed ADSs. See "Selling Securityholder." The borrowed ADSs offered hereby may be offered for sale in transactions, including block sales, in the over-the-counter market, in negotiated transactions or otherwise. 5,202,935 of the borrowed ADSs will be initially sold hereunder at US$15.00 per ADS concurrently with the pricing of the exchangeable senior notes, and the remaining borrowed ADSs may subsequently be sold at prevailing market prices at the time of sale or at negotiated prices.
ADSs to preferred share ratio	Each ADS represents the right to receive two preferred shares, no par value.
Preferred shares outstanding immediately after this offering	266,954,154 preferred shares (including 28,000,000 preferred shares represented by the ADSs offered hereby) and 2,863,682,710 common shares. The preferred shares underlying the borrowed ADSs that will be lent to the ADS Borrower by the selling securityholder will be issued and outstanding as fully paid shares for purposes of applicable corporate law.
The ADSs	Each ADS represents two preferred shares. The depositary will hold the preferred shares underlying your ADSs and you will have rights as provided in the deposit agreement. We and the depositary may agree to amend the deposit agreement without your consent. If you continue to hold your ADSs, you agree to be bound by the deposit agreement as amended. You may surrender your ADSs to the depositary in exchange for preferred shares. The depositary will charge you fees for any exchange. To better understand the terms of the ADSs, you should carefully read the "Description of American Depositary

Shares" section of this prospectus supplement.

Lending fee	We and the selling securityholder will not receive any proceeds from the sale of the ADSs under this prospectus supplement and any related prospectus supplement. However, the selling securityholder will receive a periodic loan fee, payable semiannually, for the lending of the borrowed ADSs at a rate of 0.75% per annum on the value of the borrowed ADSs that have been on-lent or are the subject of a derivative transaction. See "Use of Proceeds" for more information.

9

Depositary	The Bank of New York Mellon.
Lock-up	We, the selling security shareholder and our executive officers and directors have agreed not to sell or transfer any ADSs or securities convertible into, exchangeable for, exercisable for or repayable with ADSs, for 85 trading days after the date of this prospectus, subject to certain exceptions. See "Underwriting; Conflicts of Interest."
Concurrent offering	Concurrently with this offering of ADSs, GOL Equity Finance is offering, by means of a separate offering memorandum, US$300.0 million aggregate principal amount of exchangeable senior notes, (i) in accordance with Rule 144A under the Securities Act to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) that are also qualified purchasers (as defined in Section 2(a)(51) of the Investment Company Act) and (ii) to non-U.S. persons outside the United States in offshore transactions in accordance with Regulation S. GLAI and Gol Linhas Aéreas S.A. will unconditionally and irrevocably guarantee, on a senior unsecured basis, all of GOL Equity Finance's obligations pursuant to the exchangeable senior notes and the indenture governing the notes. GOL Equity Finance also expects to grant a 30-day option to the initial purchasers of the exchangeable senior notes to purchase up to an additional US$45.0 million aggregate principal amount of the exchangeable senior notes.
	The offering of the borrowed ADSs pursuant to this prospectus supplement and the accompanying prospectus is contingent upon the consummation of the offering of the exchangeable senior notes, and the offering of the exchangeable senior notes is contingent upon the consummation of the offering of the borrowed ADSs hereunder.
	See "Description of the Registered ADS Borrow Facility and Concurrent Offering of Exchangeable Senior Notes" for a description of the exchangeable senior note offering.
Risk factors	See "Item 3. Key Information—D. Risk Factors" in our 2018 Annual Report and "Risk Factors" in this prospectus supplement, as well as other information included in the registration statement and this prospectus supplement, for a discussion of risks you should carefully consider before

making an investment decision.

10

Concurrent capped call transactions

In connection with the pricing of the exchangeable senior notes, GOL Equity Finance entered into privately negotiated capped call transactions with one or more of the initial purchasers of the exchangeable senior notes offering or affiliates thereof (the "option counterparties"), certain of which are also underwriters in this offering or affiliates thereof. The capped call transactions are expected to reduce the dilution to the holders of our preferred shares and the ADSs upon any exchange of exchangeable senior notes and/or offset any potential cash payments GOL Equity Finance is required to make in excess of the principal amount of exchanged notes, as the case may be, with such reduction or offset subject to a cap. If the initial purchasers exercise their option to purchase additional exchangeable senior notes, GOL Equity Finance expects to enter into additional capped call transactions with the option counterparties. For more information regarding these capped call transactions, see "Risk Factors—Risks Relating to this Offering—The capped call transactions may affect the value of the ADSs" and "Underwriting; Conflicts of Interest."

Conflicts of interest

All of the proceeds of the offering of the borrowed ADSs will be paid to the underwriters in this offering or their affiliates. As a result, the underwriters, or their affiliates, will receive more than 5% of the net proceeds of this offering. Thus, the underwriters have a "conflict of interest" as defined in Rule 5121 (Public Offerings of Securities with Conflicts of Interest) of the Financial Industry Regulatory Authority, Inc. Accordingly, this offering will be made in compliance with the applicable provisions of Rule 5121. In accordance with Rule 5121, the underwriters will not make sales to a discretionary account without prior written consent of the customer. The appointment of a "qualified independent underwriter" is not required in connection with this offering as a "bona fide public market" as defined in Rule 5121 exists for the ADSs.

SUMMARY FINANCIAL AND OTHER INFORMATION

The table below presents a summary of our historical consolidated financial and operating data for each of the periods indicated. You should read this information in conjunction with the information under "Item 5—Operating and Financial Review and Prospects" in our 2018 Annual Report and our audited consolidated financial statements and the related notes thereto, incorporated by reference in this prospectus supplement.

Solely for the convenience of the reader, we have translated some of the real amounts in this prospectus supplement into U.S. dollars at the rate of R$3.875 to US$1.00, which was the U.S. dollar selling rate in effect as of December 31, 2018, as reported by the Central Bank, and should not be construed as implying that the criteria used followed the criteria established in IAS No. 21 – The Effects of Changes in Foreign Exchange Rates.

Summary Financial and Operating Data

	Year ended December 31,			
	2016	**2017**	**2018**	**2018**[(1)]
Statements of Operations	*(in thousands of R$, except per share/ADS information)*			*(in thousands of US$)*
Operating revenue:				
Passenger	9,047,081	9,564,041	10,633,488	2,744,126
Cargo and other	673,416	764,993	777,866	200,740
Total operating revenue	**9,720,497**	**10,329,034**	**11,411,354**	**2,944,866**
Operating costs and expenses:				
Salaries	(1,656,785)	(1,708,111)	(1,903,852)	(491,317)
Aircraft fuel	(2,695,390)	(2,887,737)	(3,867,673)	(998,109)
Aircraft rent	(996,945)	(939,744)	(1,112,837)	(287,184)
Landing fees	(687,366)	(664,170)	(743,362)	(191,835)
Aircraft, traffic and mileage servicing	(610,293)	(628,140)	(613,768)	(158,392)
Passenger service expenses	(461,837)	(437,045)	(474,117)	(122,353)
Sales and marketing	(555,984)	(590,814)	(581,977)	(150,187)
Maintenance, materials and repairs	(593,090)	(368,719)	(570,333)	(147,183)
Depreciation and amortization	(447,668)	(505,425)	(668,516)	(172,520)
Other operating expenses	(320,948)	(610,310)	524,656	135,395
Total operating costs and expenses	**(9,026,306)**	**(9,340,215)**	**(10,011,779)**	**(2,583,685)**
Equity results	(1,280)	544	387	100
Income (loss) before financial income (expense), net and income taxes	**692,911**	**989,363**	**1,399,962**	**361,281**
Financial income (expense), net	664,877	(918,759)	(1,882,558)	(485,821)
Income (loss) before income taxes	**1,357,788**	**70,604**	**(482,596)**	**(124,541)**
Income taxes	(259,058)	307,213	(297,128)	(76,678)
Net income (loss)	**1,098,730**	**377,817**	(779,724)	(201,219)
Attributable to non-controlling interests	252,745	359,025	305,669	78,882
Attributable to equity holders of GLAI	**845,985**	**18,792**	**(1,085,393)**	**(280,101)**

12

	As of December 31,			
	2016	2017	2018	2018[1]
Balance Sheet Data	*(in thousands of R$)*			*(in thousands of US$)*
Cash and cash equivalents	562,207	1,026,862	826,187	213,210
Restricted cash	168,769	268,047	822,132	212,163
Short-term investments	431,233	955,589	478,364	123,449
Trade receivables	760,237	936,478	853,328	220,214
Total liquidity	**1,922,446**	**3,186,976**	**2,980,011**	**769,035**
Deposits	1,188,992	1,163,759	1,612,295	416,076
Total assets	**8,404,355**	**10,004,748**	**10,378,266**	**2,678,262**
Short-term debt	835,290	1,162,872	1,223,324	315,697
Long-term debt	5,543,930	5,942,795	5,861,143	1,512,553
Total deficit	(3,375,934)	(3,088,521)	(4,505,351)	(1,162,671)
Capital stock	3,080,110	3,082,802	3,098,230	799,543

	Year ended December 31,			
	2016	2017	2018	2018[1]
Earnings per Share and Other Information	*(in R$)*			*(in US$)*
Basic income (loss) per preferred share[2]	2.44	0.05	(3.12)	(0.81)
Basic income (loss) per common share[2]	0.07	0.00	(0.09)	(0.02)
Basic income (loss) per share[3]	2.45	0.06	(3.11)	(0.80)
Basic income (loss) per ADS [2][4]	4.91	0.11	(1.56)	(0.40)
Diluted income (loss) per preferred share[2]	2.44	0.05	(3.12)	(0.81)
Diluted income (loss) per common share[2]	0.07	0.00	(0.09)	(0.02)
Diluted income (loss) per share[3]	2.45	0.05	(3.12)	(0.81)
Diluted income (loss) per ADS[2][4]	4.90	0.11	(1.56)	(0.40)
Weighted average number of outstanding shares in relation to basic income (loss) per preferred share (in thousands)	202,261	204,664	266,676	266,676
Weighted average number of outstanding shares in relation to basic income (loss) per common share (in thousands)	5,035,037	4,981,350	2,863,683	2,863,683
Weighted average number of outstanding shares in relation to basic income (loss) per share (in thousands)[3]	346,119	346,988	348,496	348,496
Weighted average number of outstanding ADSs in relation to basic income (loss) per share (in thousands)[3][4]	173,060	173,494	174,248	174,248
Weighted average number of outstanding shares in relation to diluted income (loss) per preferred share (in thousands)	202,608	207,278	266,676	266,676
Weighted average number of outstanding shares in relation to diluted income (loss)	5,035,037	4,981,350	2,863,683	2,863,683

per common share (in thousands)				
Weighted average number of outstanding shares in relation to diluted income (loss) per share (in thousands)(3)	346,465	349,602	348,496	348,496
Weighted average number of outstanding ADSs in relation to diluted income (loss) per share (in thousands)(3)(4)	173,233	174,801	174,248	174,248
Dividends declared per preferred share (net of withheld income taxes)	-	-	-	-

13

	As of and for the year ended December 31,			
	2016	2017	2018	2018(1)
Other Financial Data	*(in thousands of R$ except percentages)*			*(in thousands of US$)*
EBITDA(5)	1,140,579	1,494,788	2,068,478	533,801
EBITDA margin(6)	11.7%	14.5%	18.1%	18.1%
Operating margin(7)	7.1%	9.6%	12.3%	12.3%
Total liquidity(8)	1,922,446	3,186,976	2,980,011	769,035
Net cash flows from (used in) operating activities	(21,067)	672,753	2,081,869	537,257
Net cash flows from (used in) investing activities	592,089	(559,805)	(1,587,256)	(409,614)
Net cash flows from (used in) financing activities	(1,062,783)	359,673	(753,189)	(194,371)

Summary Operational Data

	Year ended December 31,		
	2016	2017	2018
Operating Data			
Operating aircraft at period end	121	119	121
Total aircraft at period end	130	119	121
Revenue passengers carried (in thousands)	32,623	32,507	33,446
Revenue passenger kilometers (RPK) (in millions)(9)	35,928	37,408	38,423
Available seat kilometers (ASKs) (in millions) (9)	46,329	46,695	48,058
Load factor	77.5%	80.1%	80.0%
Break-even load factor	72.0%	72.4%	70.1%
Aircraft utilization (block hours per day)	11.2	12.1	11.8
Average fare (R$)	284	294	318
Passenger revenue yield per RPK (R$ cents)	25.2	25.6	27.6
Passenger revenue per ASK (R$ cents)	19.5	20.5	22.1
Operating revenue per ASK (R$ cents)	21.0	22.1	23.7
Operating expense per ASK (R$ cents)	19.5	20.0	20.8
Operating expense less fuel expense per ASK (R$ cents)	13.5	13.8	12.8
Departures	261,514	250,654	250,040
Departures per day	717	687	685
Destinations served	63	64	69
Average stage length (kilometers)	1,043	1,094	1,098
Active full-time equivalent employees at period end	15,261	14,532	15,259
Fuel liters consumed (in millions)	1,392	1,379	1,403
Average fuel expense per liter (R$)	1.94	2.15	2.91

(1) Translated for convenience using the U.S. dollar selling rate as reported by the Central Bank of R$3.875 to US$1.00 as of December 31, 2018.

(2) Adjusted to reflect the one to 35 stock split of our common shares on March 23, 2015 and that since that date our preferred shares are entitled to receive dividends per share in an amount 35 times the amount of dividends per share paid to holders of our common shares in order to account for the split of our common shares. Our preferred shares are not entitled to any fixed dividend preferences. See "Item 9. The Offer and Listing—C. Markets—Corporate Governance Practices" in our 2018 Annual Report.

(3) Common shares divided by 35 to calculate weighted average number of shares, to reflect the ratio of 35 common shares for each preferred share. This is not a measure of financial performance recognized under IFRS, nor should it be considered an alternative to numbers calculated per preferred share and per common share. We believe that calculations per share provide useful information as they equalize the common share economic rights and number of shares to those of our preferred shares.

(4) Adjusted to reflect the November 2017 ratio change of one ADS to two preferred shares. See "Item 12. Description of Securities other than Equity Securities—A. American Depositary Shares" in our 2018 Annual Report.

(5) We calculate EBITDA as net income (loss) *plus* financial income (expense), net, income taxes and depreciation and amortization. EBITDA is not a measure of financial performance recognized under IFRS, nor should it be considered an alternative to net income (loss) as a measure of operating performance, or as an alternative to operating cash flows or as a measure of liquidity. EBITDA is not calculated using a standard methodology and may not be comparable to the definition of EBITDA or similarly titled measures used by other companies. Because our calculation of EBITDA eliminates financial income (expense), net, income taxes and depreciation and amortization, we believe that our EBITDA provides an indication of our general economic performance, without giving effect to interest rate or exchange rate fluctuations, changes in income and social contribution tax rates or depreciation and amortization.

(6) We calculate EBITDA margin as EBITDA divided by total operating revenue for the relevant period.

(7) Operating margin represents operating income (loss) before financial results and income taxes divided by total operating revenue.

(8) Total liquidity is the sum of cash and cash equivalents, restricted cash, short-term investments and trade receivables.

(9) Source: ANAC

	Year ended December 31,		
	2016	**2017**	**2018**
Reconciliation of Net Income (Loss) to EBITDA		*(in thousands of R$)*	
Net income (loss)	1,098,730	377,817	(779,724)
(+) Financial income (expense), net	(664,877)	918,759	1,882,558
(+) Income taxes	259,058	(307,213)	297,128
(+) Depreciation and amortization	447,668	505,425	668,516
EBITDA(1)	**1,140,579**	**1,494,788**	**2,068,478**
Aircraft rent	996,945	939,744	1,112,837

(1) We calculate EBITDA as net income (loss) *plus* financial income (expense), net, income taxes and depreciation and amortization. EBITDA is not a measure of financial performance recognized under IFRS, nor should it be considered an alternative to net income (loss) as a measure of operating performance, or as an alternative to operating cash flows or as a measure of liquidity. EBITDA is not calculated using a standard methodology and may not be comparable to the definition of EBITDA or similarly titled measures used by other companies. Because our calculation of EBITDA eliminates financial income (expense), net, income taxes and depreciation and amortization, we believe that our EBITDA provides an indication of our general economic performance, without giving effect to interest rate or exchange rate fluctuations, changes in income and social contribution tax rates or depreciation and amortization.

RISK FACTORS

Investment in these securities involves a high degree of risk. Prospective purchasers of these securities should carefully consider the risks described below, as well as the other information in the registration statement and this prospectus supplement, before making an investment decision. Our business, results of operations, financial condition or prospects could be adversely affected if any of these risks occurs and, as a result, the trading price of the securities could decline and you could lose all or part of your investment. See "Item 3. Key Information—D. Risk Factors" in our 2018 Annual Report.

Risks Relating to this Offering

The effect of this offering of ADSs under this prospectus supplement may be to lower the market price of the ADSs.

Pursuant to this offering, an aggregate of up to 14,000,000 ADSs will be loaned by the selling securityholder to the ADS Borrower pursuant to the ADS Lending Agreement and, since fewer than that number of ADSs are being sold concurrently with the offering of the exchangeable senior notes, the ADS Borrower may from time to time during a permitted borrowing period borrow additional ADSs for additional offerings. We and the selling securityholder will not receive any proceeds from the sale of the ADSs under this prospectus supplement and any related prospectus supplement. However, the selling securityholder will receive a periodic loan fee, payable semiannually, for the lending of the borrowed ADSs at a rate of 0.75% per annum on the value of the borrowed ADSs that have been on-lent or are the subject of a derivative transaction. The offering of the borrowed ADSs pursuant to this prospectus supplement and the accompanying prospectus is contingent upon the consummation of the offering of the exchangeable senior notes, and the offering of the exchangeable senior notes is contingent upon the consummation of the offering of the borrowed ADSs hereunder. See "Description of the Registered ADS Borrow Facility and Concurrent Offering of Exchangeable Senior Notes."

We have been informed by the ADS Borrower that it or its affiliate intends to use the short position created by the ADS loans and the concurrent short sales of the borrowed ADSs to facilitate privately negotiated derivatives transactions related to the exchangeable senior notes offered in the concurrent exchangeable senior notes offering. The existence of the ADS Lending Agreement in connection with the offering of the borrowed ADSs, the short sales of ADSs effected in connection with the sale of the exchangeable senior notes and the related derivatives transactions, or any unwind of such short sales or derivatives transactions, could cause the market price of the ADSs to be lower over the term of the ADS Lending Agreement than it would have been had we not entered into such agreement. For example, in connection with any cash settlement of any such derivative transaction, the ADS Borrower or its affiliate may purchase ADSs and the counterparties to such derivative transaction may sell ADSs, which could temporarily increase, temporarily delay a decline in, or temporarily decrease, the market price of the ADSs. The market price of the ADSs could be further negatively affected by these or other short sales of the ADSs, including other sales by the purchasers of the exchangeable senior notes hedging their investment therein.

Although the Registered ADS Borrow Facility is intended to facilitate privately negotiated derivatives transactions relating to the ADSs, including derivatives between the ADS Borrower or its affiliate and investors in the exchangeable senior notes, by which investors in the exchangeable senior notes will establish short positions relating to the ADSs and otherwise hedge their investments in the exchangeable senior notes concurrently with, or shortly after, the pricing of the exchangeable senior notes, neither we nor the ADS Borrower will know how such investors may use such derivatives transactions. In addition, the counterparties to such privately negotiated derivatives transactions may enter into other transactions in connection with such derivatives transactions, including the purchase or sale of ADSs. As a result, the existence of the Registered ADS Borrow Facility, such derivatives transactions and any related market activity could cause the market price of the ADSs to be lower over the term of the Registered ADS Borrow Facility than it would have otherwise been had the Registered ADS Borrow Facility not existed.

Exchange of the exchangeable senior notes issued in the concurrent exchangeable senior notes offering may dilute the ownership interest of existing shareholders and holders of the ADSs, including holders who have previously exchanged their notes.

The exchange of some or all of the exchangeable senior notes issued in the concurrent exchangeable senior notes offering may dilute the ownership interests of existing shareholders and holders of the ADSs. Any sales in the public market of ADSs issuable upon such exchange could adversely affect prevailing market prices of our preferred shares or the ADSs. In addition, the anticipated exchange of the exchangeable senior notes into ADSs could depress the price of our preferred shares or the ADSs.

Adjustments by purchasers of the exchangeable senior notes of their hedging positions in the ADSs and the expectation thereof may have a negative effect on the market price of the ADSs.

The borrowed ADSs offered in this offering are expected to be used to facilitate privately negotiated derivatives transactions related to the exchangeable senior notes. The number of borrowed ADSs offered in this offering may be more or less than the number of ADSs that will be needed in such hedging transactions. Any buying or selling of ADSs by the parties to those transactions to adjust their hedging positions in connection with this offering or the concurrent exchangeable senior notes offering or in the future may affect the market price of the ADSs.

In addition, the existence of the exchangeable senior notes may also encourage short selling by market participants because the exchange of the exchangeable senior notes could depress the price of the ADSs. The price of the ADSs could be affected by possible sales of ADSs by investors who view the exchangeable senior notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity, which we expect to occur involving the ADSs. This hedging or arbitrage trading activity could, in turn, affect the market price of the exchangeable senior notes.

The conditional exchange feature of the exchangeable senior notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional exchange feature of the exchangeable senior notes is triggered, holders of the exchangeable senior notes will be entitled to exchange the notes at any time during specified periods at their option. If one or more holders elect to exchange their notes, we may elect to settle all or a portion of our exchange obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to exchange their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current rather than long-term liability, which would result in a material reductio