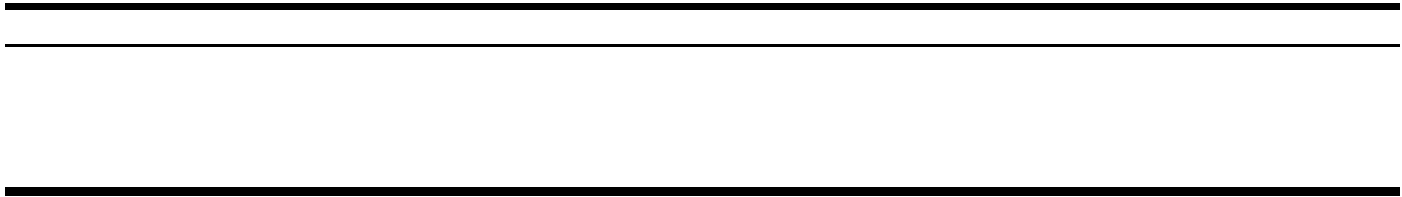




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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01 Entry Into a Material Definitive Agreement**

On September 8, 2006, Atlas Air, Inc. ("Atlas"), the wholly owned subsidiary of Atlas Air Worldwide Holdings, Inc. ("AAWW"), and The Boeing Company ("Boeing") entered into Purchase Agreement No. 3134 (the "Agreement") providing for the purchase by Atlas of twelve (12) Boeing 747-8 freighter aircraft. The Agreement provides for deliveries of the aircraft to begin in 2010, with all 12 aircraft expected to be in service by the end of 2011. In addition, the Agreement provides Atlas with options to purchase up to an additional fourteen (14) Boeing 747-8 freighter aircraft.

On September 12, 2006, AAWW issued a press release relating to the above matters. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

***Exhibit No. Description***

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99.1 Press Release of Atlas Air Worldwide Holdings, Inc. dated September 12, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Atlas Air Worldwide Holdings, Inc.

Dated: September 14, 2006

By:           /s/ John W. Dietrich          

Name: John W. Dietrich  
Title: Senior Vice President,  
General Counsel, Secretary and  
Chief Human Resources  
Officer

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**EXHIBIT INDEX**

99.1 Press Release of Atlas Air Worldwide Holdings, Inc. dated September 12, 2006