

HAWAIIAN HOLDINGS INC  
Form SC 13G  
February 13, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No.    )\***

**Hawaiian Holdings Inc**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**419879101**

(CUSIP Number)

**12/31/12**

(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 the disclosures provided in a prior cover page.

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

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CUSIP No. 419879101

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

Schroder Investment Management North America Inc

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

(a) ☐  
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>1,594,400      |
| 6. | Shared Voting Power<br>0            |
| 7. | Sole Dispositive Power<br>1,594,400 |
| 8. | Shared Dispositive Power<br>0       |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,594,400

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

11. Percent of Class Represented by Amount in Row (9)  
3.103%

12. Type of Reporting Person (See Instructions)  
IA

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1. Names of Reporting Persons  
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Schroder Investment Management North America Ltd

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

(a) ☐  
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization  
England

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                  |
|----|----------------------------------|
| 5. | Sole Voting Power<br>79,300      |
| 6. | Shared Voting Power<br>0         |
| 7. | Sole Dispositive Power<br>79,300 |
| 8. | Shared Dispositive Power<br>0    |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
79,300

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

11. Percent of Class Represented by Amount in Row (9)  
0.154%

12. Type of Reporting Person (See Instructions)  
IA

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CUSIP No. 419879101

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

Schroder Investment Management Ltd

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

(a) ☐  
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization  
England

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                   |
|----|-----------------------------------|
| 5. | Sole Voting Power<br>996,300      |
| 6. | Shared Voting Power<br>0          |
| 7. | Sole Dispositive Power<br>996,300 |
| 8. | Shared Dispositive Power<br>0     |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
996,300

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

11. Percent of Class Represented by Amount in Row (9)  
1.939%

12. Type of Reporting Person (See Instructions)  
FI

**Item 1.**

- (a) Name of Issuer  
Hawaiian Holdings Inc
- (b) Address of Issuer's Principal Executive Offices  
3375 Koapaka Street, Ste G-350  
  
Honolulu, HI 96819

**Item 2.**

- (a) Name of Person Filing  
Schroder Investment Management North America Inc
- (b) Address of Principal Business Office or, if none, Residence  
875 Third Ave, 22nd Floor  
  
New York, NY 10022
- (c) Citizenship  
USA
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
419879101

**Item 3.**

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

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

**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:

2,670,000

(b) Percent of class:

5.196%

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

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

1,594,400

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

1,075,600

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

2,670,000

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

0

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

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

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**

Not applicable.

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

Schroder Investment Management Ltd. is an FSA-registered investment adviser under common control with the adviser. It is located in the United Kingdom at 31 Gresham Street, London EC2V 7QA. Schroder Investment Management North America Ltd. disclaims the existence of a group.

**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.

**Signature**

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

February 11, 2013

By:	/s/ Jamie Dorrien Smith**
Name:	Jamie Dorrien Smith**
Title:	Chief Executive Officer

Schroder Investment Management North America Inc

\*\* Authorized by Power of Attorney to sign on behalf of the following Advisor:

Schroder Investment Management North America Ltd.

Schroder Investment Management Ltd.

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**Schroder Investment Management North America Limited**

31 Gresham Street, London EC2V 7QA

Tel: 020 7658 6000 Fax: 020 7658 6965

www.schroders.com

CONFIDENTIAL

**Power of Attorney**

Date: January 28, 2013

Address: 31 Gresham Street, London, EC2V 7QA, United Kingdom

Name of Advisor: Schroder Investment Management North America Limited

Name/Title of signatory: Gareth Taylor Director  
Matthew Whyte For and on behalf of Schroders Corporate Secretary Limited, Company Secretary

Signature: /s/ Gareth Taylor /s/ Matthew Whyte

I hereby appoint the party named below to act as representative in providing any such reports and copies of the documents as may be necessary under the terms of Schedule 13G of the Securities and Exchange Act of 1934.

This Power of Attorney is revocable at any time upon written notice to the authorized person and in any event will expire on March 31, 2013.

Address of representative:

**875 Third Avenue, 22nd Floor, New York, NY 10022**

Name of representative:

**Schroder Investment Management North America Inc.**



**Jamie Dorrien-Smith, Chief Executive Officer**

Registered Office at the above address. Registered number 2334190 England

Authorised and regulated by the Financial Services Authority.

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**Schroder Investment Management Limited**

31 Gresham Street, London EC2V 7QA

Tel: 020 7658 6000 Fax: 020 7658 6965

www.schroders.com

CONFIDENTIAL

**Power of Attorney**

Date: January 25, 2013

Address: 31 Gresham Street, London, EC2V 7QA, United Kingdom

Name of Advisor: Schroder Investment Management Limited

Name/Title of signatory: Markus Ruetimann Director  
Helen Horton For and on behalf of Schroders Corporate Secretary Limited, Company Secretary

Signatures: /s/ Markus Ruetimann /s/ Helen Horton

I hereby appoint the party named below to act as representative in providing any such reports and copies of the documents as may be necessary under the terms of Schedule 13G of the Securities and Exchange Act of 1934.

This Power of Attorney is revocable at any time upon written notice to the authorized person and in any event will expire on March 31, 2013.

Address of representative:

875 Third Avenue, 22nd Floor, New York, NY 10022

Name of representative:

Schroder Investment Management North America Inc.

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Jamie Dorrien-Smith, Chief Executive Officer

Registered Office at the above address. Registered number 1893220 England

Authorised and regulated by the Financial Services Authority. For your security, communications may be taped or monitored.

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