

Gol Intelligent Airlines Inc.
Form 6-K
September 10, 2014

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

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of September, 2014
(Commission File No. 001-32221),

GOL LINHAS AÉREAS INTELIGENTES S.A.
(*Exact name of registrant as specified in its charter*)

GOL INTELLIGENT AIRLINES INC.
(*Translation of Registrant's name into English*)

**Praça Comandante Linneu Gomes, Portaria 3, Prédio 24
Jd. Aeroporto
04630-000 São Paulo, São Paulo
Federative Republic of Brazil**
(*Address of Registrant's principal executive offices*)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicated below the file number assigned to the
registrant in connection with Rule 12g3-2(b):

São Paulo, September 10, 2014 – GOL Linhas Aéreas Inteligentes S.A.

(BM&FBOVESPA: GOLL4 and NYSE: GOL), (S&P: B, Fitch: B-, Moody's: B3), the largest low-cost and best-fare airline company in Latin America ("Company"), in compliance with article 157, §4 of Law no. 6,404/76 and CVM Instruction no. 358/2002, hereby announces the amendment of the terms and conditions of certain tender offers previously announced, carried through its subsidiary Gol LuxCo S.A. ("LuxCo"), to purchase for cash (the "2023 Notes Tender Offer") any and all of LuxCo's outstanding 10.750% Senior Notes due 2023 (the "2023 Notes") and, through its subsidiary GOL Finance ("Finance"), to purchase for cash (the "2020 Notes Tender Offer") any and all of Finance's outstanding 9.250% Senior Notes due 2020 (the "2020 Notes") and to purchase for cash ("the "2017 Notes Tender Offer" and, together with the 2023 Notes Tender Offer and the 2020 Notes Tender Offer, the "Tender Offers") any and all of Finance's outstanding 7.50% Senior Notes due 2017 (the "2017 Notes" and, together with the 2023 Notes and the 2020 Notes, the "Notes").

In connection with the Tender Offers, LuxCo and Finance are also soliciting consents (the "Consent Solicitations") of the holders of the Notes to the adoption of certain amendments (the "Proposed Amendments") to the indentures governing the Notes to eliminate substantially all of the restrictive covenants, as well as various events of default and related provisions contained in such indentures.

The Tender Offers and Consent Solicitations were amended to (i) extend the payment of certain early tender payments to all holders of Notes who validly tender their Notes and deliver consents to the Proposed Amendments until the expiration date of the Tender Offers and Consent Solicitations and (ii) postpone the early settlement date to coincide with the final settlement date.

As of 5:00 pm New York City time on September 9, 2014, the following amounts had been validly tendered and related consents to the Proposed Amendments had been delivered:

- U.S.\$43,954,000 in aggregate principal amount of the 2023 Notes, or approximately 54.4% of the 2023 Notes outstanding;
- U.S.\$129,835,000 in aggregate principal amount of the 2020 Notes, or approximately 43.4% of the 2020 Notes outstanding; and
- U.S.\$33,394,000 in aggregate principal amount of the 2017 Notes, or approximately 27.4% of the 2017 Notes outstanding.

This notice is not an offer to purchase nor a solicitation of an offer to purchase or a solicitation of consent. The Tender Offers and Consent Solicitations are being made solely pursuant to an offer to purchase and consent solicitation statement and its related letter of transmittal. The Tender Offers and Consent Solicitations are not being made to, nor will Luxco and Finance accept tenders of Notes and deliveries of consents from, Holders in any jurisdiction in which the Tender Offers and Consent Solicitations would not be in compliance with the securities or blue sky laws of such jurisdiction.

ABOUT GOL LINHAS AÉREAS INTELIGENTES S.A.

GOL Linhas Aéreas Inteligentes S.A. (BMF&BOVESPA: GOLL4 and NYSE: GOL), the largest low-cost and best-fare airline in Latin America, offers around 910 daily flights to 67 destinations, of which 15 international, in South America, the Caribbean and the United States under the GOL and VARIG brands, using a young, modern fleet of Boeing 737-700 and 737-800 Next Generation aircraft, the safest, most efficient and most economical of their type. The SMILES loyalty program allows members to accumulate miles and redeem tickets to more than 560 locations around the world via flights with foreign partner airlines. The Company also operates Gollog, a logistics service which retrieves and delivers cargo and packages to and from more than 3,500 cities in Brazil and six abroad. With its portfolio of innovative products and services, GOL Linhas Aéreas Inteligentes offers the best cost-benefit ratio in the market.

SIGNATURE

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, thereunto duly authorized.

Date: September 10, 2014

GOL LINHAS AÉREAS INTELIGENTES S.A.

By:

/S/ Edmar Prado Lopes Neto

Name: Edmar Prado Lopes Neto
Title: Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates offuture economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
