

Allegiant Travel CO  
Form 424B5  
May 06, 2009

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FILED PURSUANT TO RULE 424(b)(5)  
REG. STATEMENT NO. 333-153282

*PROSPECTUS SUPPLEMENT*

*To Prospectus dated May 4, 2009*

*2,300,000 Shares*

COMMON STOCK

*PAR Investment Partners, L.P., a selling stockholder, is offering for sale 2,250,000 shares of our common stock and Timothy P. Flynn, a member of our board of directors, as a selling stockholder, is offering for sale an additional 50,000 shares of our common stock. We will not receive any proceeds from the sale of shares by the selling stockholders.*

*Our common stock is listed on the Nasdaq Global Select Market under the symbol "ALGT." On May 1, 2009, the last reported sale price of our common stock on the Nasdaq Global Select Market was \$51.06 per share.*

*Investing in our common stock involves risks. See "Risk Factors" beginning on page S-12 of this prospectus supplement, page 2 of the accompanying prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2008 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, each of which is incorporated by reference herein.*

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*PRICE \$50.00 A SHARE*

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	<i>Price to Public</i>	<i>Underwriting Discounts and Commissions</i>	<i>Proceeds to Selling Stockholders</i>
<i>Per Share</i>	\$50.00	\$0.875	\$49.125
<i>Total</i>	\$115,000,000	\$2,012,500	\$112,987,500

*We, along with Maurice J. Gallagher, Jr., chairman of our board of directors and our president and chief executive officer, have granted the underwriter a 30-day option to purchase up to an additional 345,000 shares to cover any over-allotments.*

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.*

*Morgan Stanley & Co. Incorporated expects to deliver the shares to purchasers on or about May 11, 2009.*

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**MORGAN STANLEY**

*May 5, 2009*

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**PROSPECTUS**

<u>Allegiant Travel Company</u>	<u>1</u>
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