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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

SABRE CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)

20-8647322
(I.R.S. Employer
Identification No.)

**3150 Sabre Drive
Southlake, TX 76092
Telephone: (682) 605-1000**
(Address including zip code, telephone number, including area code, of Registrant's Principal Executive Offices)

**Rachel A. Gonzalez, Esq.
Executive Vice President and General Counsel
Sabre Corporation
3150 Sabre Drive
Southlake, TX 76092
Telephone: (682) 605-1000
Telecopy: (682) 605-7523**
(Name, address including zip code, telephone number, including area code, of agent for service)

Copies To:

**David Lopez, Esq.
Pamela L. Marcogliese, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
(212) 225-2000**

**Craig E. Marcus, Esq.
Ropes & Gray LLP
Prudential Tower, 800 Boylston Street
Boston, MA 02199
(617) 951-7000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-201682

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value	4,370,000	\$20.75	\$90,677,500	\$10,536.73

(1) Based on the public offering price.

(2) The registrant previously registered securities on a Registration Statement on Form S-1 (File No. 333-201682), which was declared effective on February 4, 2015. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$90,677,500 is hereby registered, which includes shares that the underwriters have the option to purchase.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 (the “462(b) Registration Statement”) is being filed pursuant to Rule 462(b) (“Rule 462(b)”) under the Securities Act of 1933, as amended, for the purpose of registering an additional 4,370,000 shares of common stock, par value \$0.01 per share (“Common Stock”), of Sabre Corporation (the “Company”), a Delaware corporation. This 462(b) Registration Statement relates to a public offering of shares of Common Stock contemplated by the Registration Statement on Form S-1 (File No. 333-201682), which was initially filed on January 26, 2015, and which, as amended, was declared effective by the Securities and Exchange Commission (the “Commission”) on February 4, 2015. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-201682), including all exhibits thereto and the power of attorney related thereto, are hereby incorporated by reference into this 462(b) Registration Statement and shall be deemed part of this Rule 462(b) Registration Statement. This Rule 462(b) Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consents of the Company’s independent registered public accounting firms.

The Company hereby (i) undertakes to pay the Commission the filing fee set forth on the cover page of this Rule 462(b) Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on February 5, 2015) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Southlake, State of Texas on February 4, 2015.

SABRE CORPORATION

/s/ Rachel Gonzalez

By: Rachel Gonzalez

Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
* Thomas Klein	President, Chief Executive Officer and Director (principal executive officer)	February 4, 2015
* Richard A. Simonson	Executive Vice President and Chief Financial Officer (principal financial officer)	February 4, 2015
* Jami Kindle	Vice President of Global Accounting (principal accounting officer)	February 4, 2015
* Lawrence W. Kellner	Chairman and Director	February 4, 2015
* George R. Bravante, Jr.	Director	February 4, 2015
* Gary Kusin	Director	February 4, 2015
* Greg Mondre	Director	February 4, 2015
* Judy Odom	Director	February 4, 2015
* Joseph Osnoss	Director	February 4, 2015
* Karl Peterson	Director	February 4, 2015

* By: /s/ Rachel Gonzalez

Name: Rachel Gonzalez

Title: Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Young Conaway Stargatt & Taylor, LLP.
23.1	Consent of Young Conaway Stargatt & Taylor, LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
23.3	Consent of REDW LLC.

[Letterhead of Young Conaway Stargatt & Taylor, LLP]

February 4, 2015

Sabre Corporation
3150 Sabre Drive
Southlake, TX 76092

Ladies and Gentlemen:

We have acted as Delaware counsel to Sabre Corporation, a Delaware corporation ("Sabre"), for the purpose of delivering this opinion letter in connection with that certain registration statement of Sabre on Form S-1 filed on the date hereof pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Rule 462(b) Registration Statement"). The Rule 462(b) Registration Statement relates to the registration of the sale of shares of common stock, par value \$0.01 per share, of Sabre by certain shareholders of Sabre (the "Shares"). Reference in this letter to any document shall mean such document as in effect on the date hereof.

For purposes of this letter, our review of documents has been limited to the review of originals or copies furnished to us of the following documents:

- (a) the Certificate of Incorporation of Sabre as filed with the Secretary of State of the State of Delaware (the "Secretary of State") on December 11, 2006, together with the Restated Certificate filed with the Secretary of State on March 27, 2007, the Certificate of Designation of Series A Preferred Stock filed with the Secretary of State on March 30, 2007, the Restated Certificate filed with the Secretary of State on April 27, 2007, the Certificate of Change of Registered Agent filed with the Secretary of State on April 14, 2009, the Certificate of Correction filed with the Secretary of State on February 10, 2010, the Certificate of Amendment filed with the Secretary of State on January 13, 2014, and the Restated Certificate filed with the Secretary of State on April 16, 2014, all as certified by the Secretary of State on January 22, 2015;
- (b) the Bylaws of Sabre;
- (c) the Unanimous Written Consent of the Board of Directors of Sabre dated March 30, 2007, authorizing, inter alia, the issuance of 10 million shares of the common stock and 5 million shares the Series A Cumulative Preferred Stock of Sabre; the Unanimous Written Consent of the Board of Directors of Sabre dated April 27, 2007, authorizing, inter alia, amendments to the Certificate of Incorporation of Sabre and a subdivision of each outstanding share of common stock and Series A Cumulative Preferred Stock of Sabre into 17.4007821093578 shares of same; the Unanimous Written Consent of the Board of Directors of Sabre dated June

11, 2007, approving, inter alia, the Management Equity Incentive Plan, the grant of options thereunder, and employment agreements with the officers specified in such written consent; the Unanimous Written Consent of the Board of Directors of Sabre dated June 9, 2010, authorizing, inter alia, the issuance of 2 million shares of the common stock of Sabre; the Unanimous Written Consent of the Board of Directors of Sabre dated September 14, 2012, authorizing, inter alia, the 2012 Management Equity Incentive Plan, Restricted Stock Unit Grant Agreement, and Stock Option Grant Agreement; the Unanimous Written Consent of the Board of Directors of Sabre dated November 1, 2012, authorizing, inter alia, a Restricted Stock Unit Grant Agreement with Carl Sparks; and the Unanimous Written Consent of the Board of Directors of Sabre dated December 31, 2012, authorizing, inter alia, the Agreement and Plan of Reorganization and Merger pursuant to which each outstanding share of the Series A Cumulative Preferred Stock of TVL Common, Inc. was to be converted into 0.002234243 shares of the common stock of Sabre;

- (d) the stock ledger of Sabre;
- (e) a certificate, dated the date hereof, by the secretary of Sabre, relating to, inter alia, the foregoing documents;
- (f) the related registration statement on Form S-1 (No. 333-201682); and
- (g) a Certificate of Good Standing for Sabre, dated January 22, 2015, obtained from the Secretary of State.

For purposes of this letter, we have not reviewed any documents other than the documents referenced in paragraphs (a) through (g) above. We have assumed that there exists no provision in any document that we have not reviewed that bears upon or is inconsistent with or contrary to the opinion in this letter. We have conducted no factual investigation of our own, and have relied solely upon the documents reviewed by us, the statements and information set forth in such documents, certain statements of governmental authorities and others, and the additional matters recited or assumed in this letter, all of which we assume to be true, complete, and accurate in all respects and none of which we have investigated or verified.

Based upon and subject to the foregoing and subject to the assumptions, exceptions, qualifications, and limitations in this letter, it is our opinion that the Shares have been duly authorized by Sabre, and are validly issued, fully paid, and non-assessable.

The opinion in this letter is subject to the following assumptions, exceptions, qualifications, and limitations, in addition to those above:

A. The opinion in this letter is limited to the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101–398 (the “DGCL”). We have not considered, and

express no opinion on the effect of, concerning matters involving, or otherwise with respect to any other laws of any jurisdiction (including, without limitation, federal laws of the United States of America), or rules, regulations, orders, or decisions relating thereto.

B. We have assumed that: (i) all signatures on all documents reviewed by us are genuine; (ii) all documents furnished to us as originals are authentic; (iii) all documents furnished to us as copies or specimens conform to the originals thereof; (iv) all documents furnished to us in final draft or final or execution form have not been terminated, rescinded, altered, or amended, are in full force and effect, and conform to the final, executed originals of such documents; and (v) each document reviewed by us constitutes the entire agreement among the parties thereto with respect to the subject matter thereof.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to this firm under the heading "Legal Matters" in the Rule 462(b) Registration Statement and the related prospectus included in the Rule 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Young Conaway Stargatt & Taylor, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 10, 2014, with respect to the consolidated financial statements and schedule of Sabre Corporation included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-201682), and related Prospectus of Sabre Corporation for the registration of its common stock.

/s/ ERNST & YOUNG LLP

Dallas, Texas
February 4, 2015

Consent of Independent Auditors

Sabre Corporation
Dallas, Texas

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Sabre Corporation, filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated February 28, 2014 with respect to the combined financial statements and schedules of PRISM Group, Inc. and Affiliate and to the reference to us under the heading "Experts," which appears in Sabre Corporation's Form S-1 Registration Statement (File No. 333-201682), as amended on February 2, 2015.

/s/ REDW LLC

Albuquerque, New Mexico
February 4, 2015