

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 4, 2013

**UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware
Delaware
Delaware
(State or other jurisdiction
of incorporation)

001-06033
001-11355
001-10323
(Commission
File Number)

36-2675207
36-2675206
74-2099724
(IRS Employer
Identification Number)

233 S. Wacker Drive, Chicago, IL
233 S. Wacker Drive, Chicago, IL
233 S. Wacker Drive, Chicago, IL
(Address of principal executive offices)

60606
60606
60606
(Zip Code)

(312) 997-8000
(312) 997-8000
(713) 324-2950

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

Jeffery A. Smisek, Chairman, President and Chief Executive Officer of United Continental Holdings, Inc., the holding company whose primary subsidiaries are United Air Lines, Inc. and Continental Airlines, Inc., will speak at the 2013 J.P. Morgan Aviation, Transportation and Defense Conference on Monday, March 4, 2013. Attached hereto as Exhibit 99.1 are slides that will be presented at that time.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	United Continental Holdings, Inc. slide presentation delivered on March 4, 2013
*	Furnished herewith electronically.

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.

UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.

By: /s/ Brett J. Hart
Name: Brett J. Hart
Title: Executive Vice President, General Counsel and Secretary

Date: March 4, 2013

EXHIBIT INDEX

Exhibit No.

Description

99.1* United Continental Holdings, Inc. slide presentation delivered on March 4, 2013

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J.P. Morgan Aviation, Transportation and Defense Conference

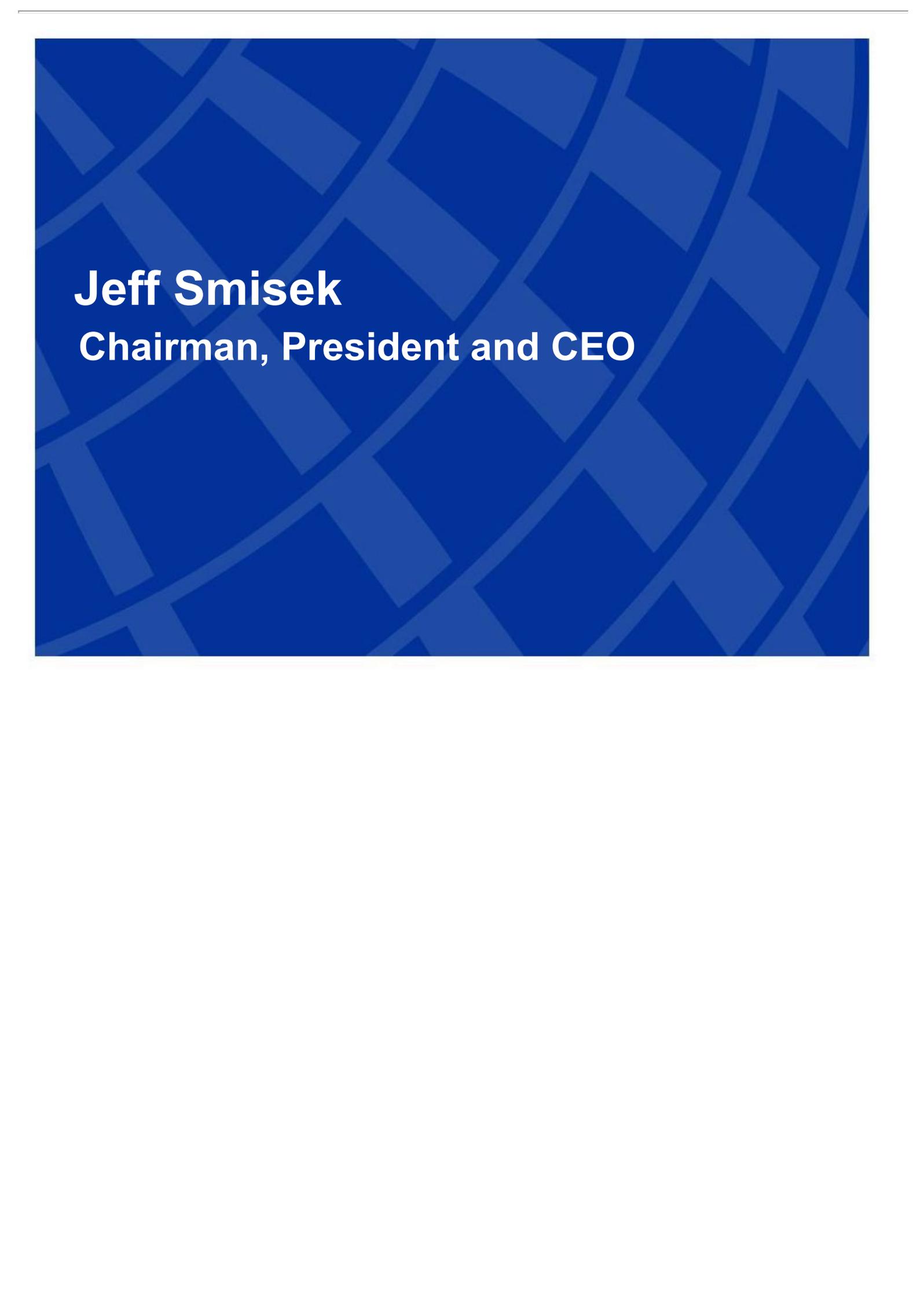
United Continental Holdings, Inc.

March 4, 2013



A STAR ALLIANCE MEMBER 

UNITED 

The background of the slide is a solid dark blue color with a complex, repeating geometric pattern of lighter blue lines and shapes, creating a sense of depth and movement.

Jeff Smisek

Chairman, President and CEO

Safe Harbor Statement

Certain statements included in this presentation are forward-looking and thus reflect our current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Words such as “expects,” “will,” “plans,” “anticipates,” “indicates,” “believes,” “forecast,” “guidance,” “outlook” and similar expressions are intended to identify forward-looking statements. Additionally, forward-looking statements include statements which do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to us on the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law.

Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply with the terms of our various financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our operational plans; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; our ability to utilize our net operating losses; our ability to attract and retain customers; demand for transportation in the markets in which we operate; an outbreak of a disease that affects travel demand or travel behavior; demand for travel and the impact that global economic conditions have on customer travel patterns; excessive taxation and the inability to offset future taxable income; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aircraft fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aircraft fuel; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom we have alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation and other insurance; industry consolidation or changes in airline alliances; competitive pressures on pricing and demand; our capacity decisions and the capacity decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions; labor costs; our ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our labor groups; weather conditions; the possibility that expected merger synergies will not be realized or will not be realized within the expected time period; and other risks and uncertainties set forth under Item 1A, Risk Factors, of the Company’s Annual Report on Form 10-K, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC.

U.S. airline industry continues to transform

Less fragmentation

Capacity discipline

Unbundled fares and value-add products

Stronger balance sheets

Return-focused management teams

We've built the foundation for the new United

The screenshot shows the United website's check-in itinerary for a flight from ORD to ATL. The itinerary includes three segments: UA 1320NM, UA 820A, and UA 4432NM. The total amount due is \$100.00. The page also displays flight options for Economy Plus and United First, and a list of passengers: BARRETT, KATE; BARRETT, JOHN; BARRETT, SUZY; and BARRETT, BOB.

The screenshot shows the United website's homepage. The navigation bar includes links for Reservations, Travel Information, Deals & Offers, MileagePlus, Products & Services, and About United. The main content area features a search bar, a list of flight options, and a section for MileagePlus sign-in. The page also includes a Twitter feed and a section for the latest news.



We're leveraging United's best-in-class assets



We have three priorities for 2013

**Deliver
operational
reliability**



**Deliver ROIC of
greater than
10%**

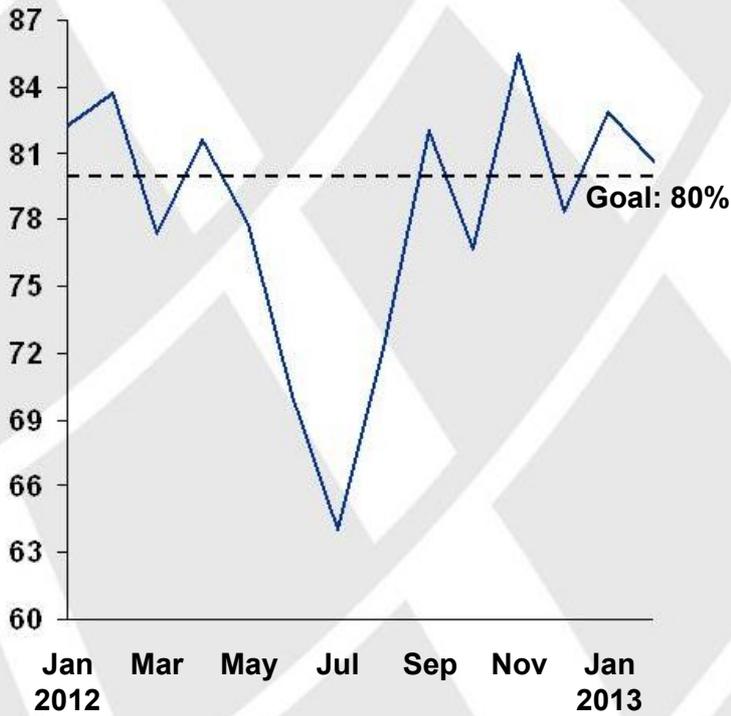


**Deliver great
customer
experience**



Running a reliable airline is critical to the bottom line

Arrival :14 Performance¹



- **A:14 performance above 80% goal since September 2012**
- **Year-to-date controllable completion factor² at 99.6%**

8 1. Percentage of domestic mainline flights arriving within 14 minutes of scheduled arrival
2. Percentage of consolidated mainline flights which arrive to destinations, excluding those canceled due to weather

Giving great customer service is core to United

- Providing co-workers the tools and training to give great service
- Offering customers a friendly and engaging experience on United
- Going the extra mile for our customers



We're investing in the customer experience, making travel easier and more comfortable than ever

On the ground



In the air



In our technology



Customers are experiencing United's improved operations, service levels and product offering

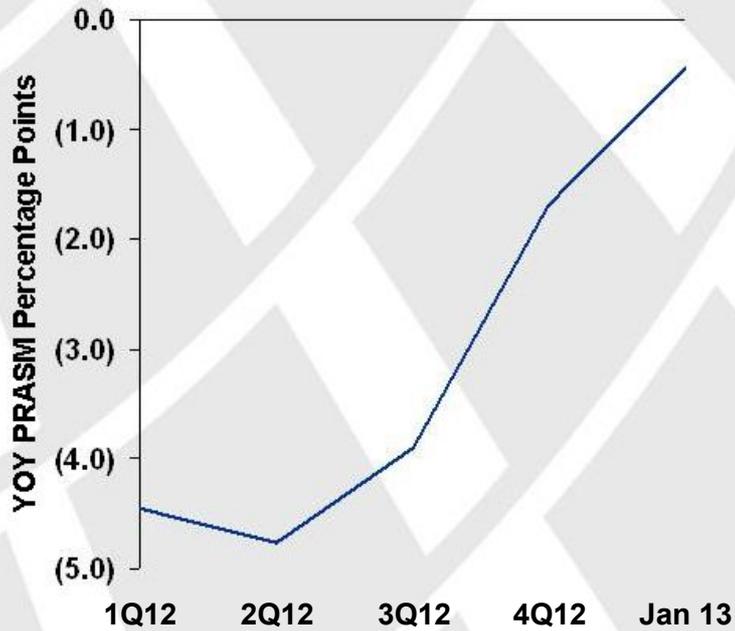


- **Customer satisfaction scores increasing from summer low**
- **Positive feedback from our corporate advisory board members on the improvements**

Note: Net Promoter Score methodology: % of customers satisfied - % of customers dissatisfied

We're taking action to recover our revenue premium

UAL PRASM Gap vs. Peers¹



- Recovering temporarily reduced corporate market share
- Using consolidated network demand history to make better revenue management decisions
- Investing in united.com and mobile app functionality
- Growing ancillary revenue

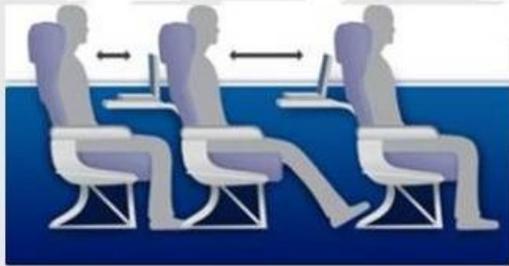
1. UAL year-over-year PRASM percentage points H/(L) vs. A4A ex-UAL

We're growing ancillary revenue

2013 Goal: Grow ancillary revenue / passenger by 9%

Improve how we offer existing products and services

Economy Plus



Premium cabin upgrade

A screenshot of a United website showing a premium cabin upgrade offer. The page displays a confirmation number, flight details, and a list of benefits for the upgrade. The upgrade price is \$2,430 per person.

United confirmation number N29RFFN
Your ticket purchase has been confirmed.

Would you like to upgrade?

Treat yourself to an upgrade and enjoy benefits that include:

- Comfortable, spacious seats
- Complimentary alcoholic beverages, meals and snacks
- Premier Access including priority boarding
- Free standard checked bag allowance

Select the flights that you would like to upgrade.

→ Fri., May. 24, 2013 San Francisco, CA (SFO) to Honolulu, HI (HNL)	United First®	\$1,199
← Wed., May. 29, 2013 Honolulu, HI (HNL) to San Francisco, CA (SFO)	United First®	\$1,219

Use your [card] ...0018 | Exp. 12/2013 **\$2,430 per person**

Use a different credit card. **Upgrade now**

When you click "Upgrade now", your credit card will be charged.

Introduce new value-add products and services

Global Satellite Wi-Fi

A screenshot of a United website showing Global Satellite Wi-Fi options. The page features the United logo, a Wi-Fi icon, and two pricing options: Standard Internet access for \$6.99 and Accelerated Internet access for \$10.99. Both options include a "Purchase access" button.

UNITED

Home Internet Flight information

Wi-Fi United Wi-Fi keeps you connected.

Standard Internet access

- Basic browsing and messaging
- Check email and stay connected
- Share on social networks or shop online

\$6.99

Purchase access

Accelerated Internet access

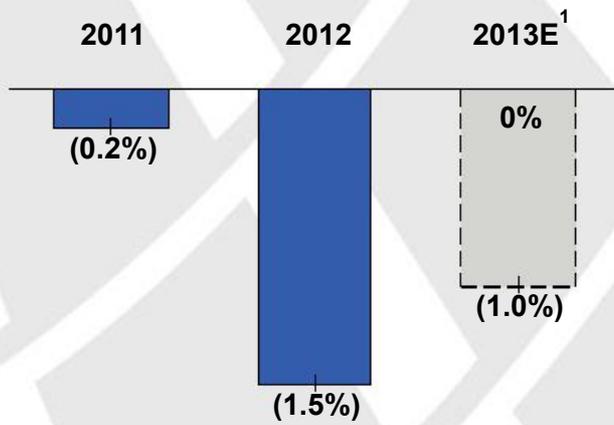
- Faster browsing than Standard access*
- Improved download and upload performance
- Connect at enhanced speeds

\$10.99

Purchase access

We're managing all aspects of the business with discipline

Consolidated Capacity Year-over-Year % Change in ASMs



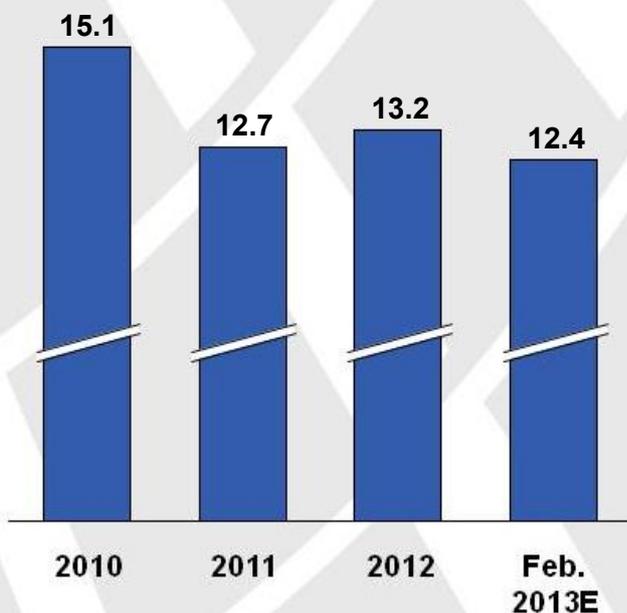
Fleet Flexibility



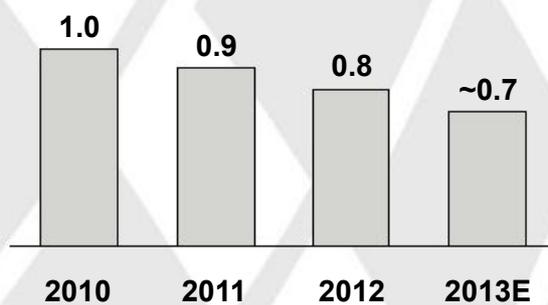
- Measured approach to aircraft replacement
- Expect fleet count to remain roughly flat over next five years

We've strengthened the balance sheet by reducing debt outstanding by 18% since 2010

Debt Outstanding (\$B)



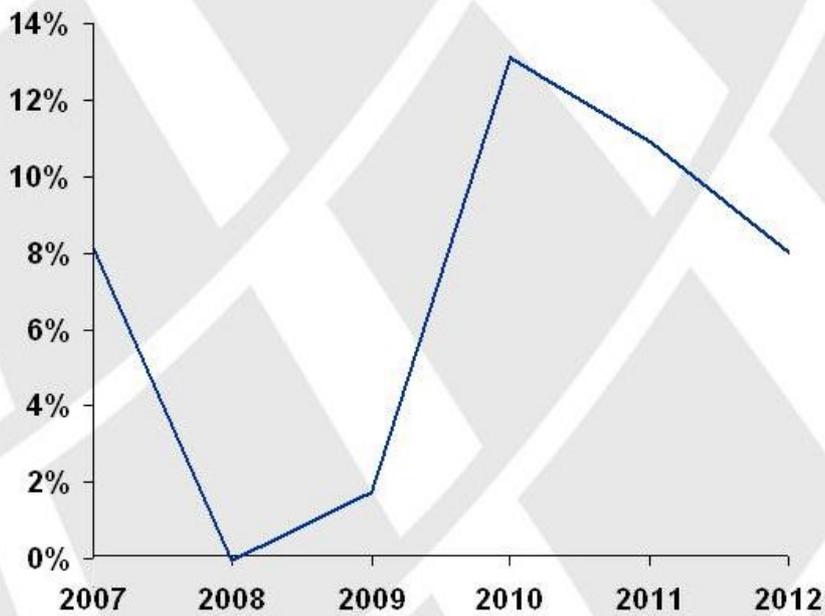
Interest Expense (\$B)



15 Note: Results prior to 4Q 2010 pro forma; Debt outstanding includes on balance sheet debt and capital leases; 2013E interest expense is midpoint of non-operating expense guidance in January 24, 2013 Investor Update
Source: Earnings releases, SEC filings and January 2013 Investor Update.

We're managing United for returns

Return on Invested Capital (ROIC)



- **Route analysis and network optimization**
- **Fleet decisions**
- **Capital investments and allocation**
- **Executive compensation**

Note: Results prior to 4Q 2010 pro forma

16 Source: Earnings releases and SEC filings

By achieving these priorities in 2013, United will create economic value and a solid base for future performance

Deliver operational reliability



Deliver ROIC of greater than 10%



Deliver great customer experience

