UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 2)*

United Continental Holdings, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE (Title of Class of Securities)

> 910047109 (CUSIP Number)

December 31, 2018 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 \Box Rule 13d-1(b)

 \boxtimes Rule 13d-1(c)

 \Box 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).

CUSIP No. 910047109				SCHEDULE 13G	Page 2 of 8 Pages						
1. NAMES OF REPORTING PERSONS											
	PAR Investment Partners, L.P.										
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠										
3.	SEC USE	ON	LY								
4.	CITIZEN	SHI	P OR PLACE OF ORGA	NIZATION							
	Delawar	e									
		5.	SOLE VOTING POWE	R							
NUM	BER OF		15,624,152								
	ARES ICIALLY	6.	5. SHARED VOTING POWER								
OWN	NED BY		0								
	ACH ORTING	7.	SOLE DISPOSITIVE P	OWER							
	RSON /ITH		15,624,152								
	, , , , , , , , , , , , , , , , , , , ,	8.	SHARED DISPOSITIV	E POWER							
			0								
9.	AGGREC	GATI	E AMOUNT BENEFICIA	LLY OWNED BY EACH REPORTING PERSON							
	15,624,152										
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES										
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9										
	5.7% (1)										
12.	TYPE OF	RE	PORTING PERSON								
	PN										

(1) The percent of class was calculated based on 272,464,412 shares of common stock issued and outstanding as of September 30, 2018, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 17, 2018.

CUSIP No. 910047109				SCHEDULE 13G	Page 3 of 8 Pages						
1.	1. NAMES OF REPORTING PERSONS										
	PAR Group II, L.P.										
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠										
3.	SEC USE ONLY										
5.											
4.	CITIZEN	SHI	P OR PLACE OF ORGAN	NIZATION							
	Delawar		SOLE VOTING POWE								
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PE	ORTING RSON		15,624,152								
W	VITH	8.	SHARED DISPOSITIV	E POWER							
			0								
9.	9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
10.	15,624,152 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES										
10.											
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9										
	5.7% (1)										
12.			PORTING PERSON								
	PN										

(1) The percent of class was calculated based on 272,464,412 shares of common stock issued and outstanding as of September 30, 2018, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 17, 2018.

CUSIP No. 910047109				SCHEDULE 13G	Page 4 of 8 Pages				
1.	PAR Ca	pit	REPORTING PERSONS al Management, Inc.						
2.	CHECK ☐ (a) □	THE	APPROPRIATE BOX IF ⊠	A MEMBER OF A GROUP					
3.	SEC USE	ON	LY						
4.			P OR PLACE OF ORGAN	IIZATION					
DelawareNUMBER OF SHARES5.SOLE VOTING POWENUMBER OF SHARES15,624,152BENEFICIALLY OWNED BY0EACH REPORTING PERSON WITH7.SOLE DISPOSITIVE F8.SHARED DISPOSITIVE 				VER DWER E POWER					
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,624,152									
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
12.	5.7% (1) 12. TYPE OF REPORTING PERSON								
	СО								

(1) The percent of class was calculated based on 272,464,412 shares of common stock issued and outstanding as of September 30, 2018, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 17, 2018.

CUSIP N	lo. 910047109			SCHEDULE 13G	Page 5 of 8 Pages
Item 1.		Issuer			
	(a)	Name o	f Issuer:		
		United (Continental Hole	dings, Inc. (the "Issuer")	
	(b)	Address	of Issuer's Prin	cipal Executive Offices:	
			th Wacker Drive o, Illinois 60606	2	
Item 2.		Filing P	Person		
	(a) – (c)	Name o	f Persons Filing	; Address; Citizenship:	
		(i)	PAR Investme	ent Partners, L.P. ("PAR Investment Partners");	
		(ii)	PAR Group II	, L.P. ("PAR Group"), which is the sole general pa	artner of PAR Investment Partners; and
		(iii)		Management, Inc. (" PAR Capital Management ," and " Reporting Persons "), which is the sole generation	and collectively with PAR Investment Partners and al partner of PAR Group.
		The add MA 021		ipal business office of each of the Reporting Perso	ons is 200 Clarendon Street, 48th Floor, Boston,
		Each of corporat		t Partners and PAR Group is a Delaware limited pa	artnership. PAR Capital Management is a Delaware
	(d)	Title of	Class of Securit	ies:	
		Commo	n stock, \$0.01 p	ar value per share, (the "Common Stock").	
	(e)	CUSIP	Number:		
		910047	109		
Item 3.	If this stat	tement is	filed pursuant	to Rules 13d-1(b), or 13d-2(b) or (c), check whe	ther the person filing is a:
	(a)		Broker or deal	er registered under Section 15 of the Act;	
	(b)		Bank as define	ed in Section 3(a)(6) of the Act;	
	(c)		Insurance con	npany as defined in Section 3(a)(19) of the Act;	
	(d)		Investment co	mpany registered under Section 8 of the Investmer	nt Company Act of 1940;
	(e)		An investmen	t adviser in accordance with Rule 13d-1(b)(1)(ii)(E	Ξ);
	(f)		An employee	benefit plan or endowment fund in accordance wit	h Rule 13d-1(b)(1)(ii)(F);
	(g)		A parent hold	ing company or control person in accordance with	Rule 13d-1(b)(1)(ii)(G);
	(h)		A savings asso	ociations as defined in Section 3(b) of the Federal	Deposit Insurance Act (12 U.S.C. 1813);
	(i)			that is excluded from the definition of an investme ompany Act of 1940;	ent company under section $3(c)(14)$ of the
	(j)		A non-U.S. in	stitution in accordance with Rule 240.13d-1(b)(1)(ii)(J);

CUSH N	o. 910047109				SCHEDU	LE 13G	Pag	e 6 of 8 Pa	ges		
	(k)					1(b)(1)(ii)(K). If type of institutio		n-U.S. insti	tution	in accordance	with Rule
		If fili	ing as a non-U.	S. institution	in accordance v	with §240.13d-1	(b)(1)(ii)(J), p	lease specif	fy the t	type of instituti	on:
Item 4.	Ownersh	ip.									
	(a) and (b)) Amo	unt beneficially	owned:							
		(i)				5,624,152 shares ares of Commor		Stock (the "	Share	s"), which repr	resents
		(ii)	PAR Group is	the general	partner of PAR	Investment Part	ners and may l	be deemed	to bene	eficially own th	ne Shares
		(iii)	PAR Capital	/lanagement	is the general p	artner of PAR G	roup and may	be deemed	l to ber	neficially own t	the Share
	(c)	Num	ber of shares as	to which su	ch person has:						
Report	ing Person							Number of	Shares	of Common Stock	k (iv)
	nvestment Partr	ners					15	5,624,152	0	15,624,152	$\frac{(\mathbf{IV})}{0}$
PAR Group					15	5,624,152	0	15,624,152	0		
PAR	Capital Manager							5,624,152	0	15,624,152	0
(i) Sole (ii) Shar	Capital Manager power to vote c ed power to vot	or direct	direct the vote	sition of							0
(i) Sole (ii) Shar (iii) Sole	Capital Manager	or direct e or to se or to	direct the vote direct the disp								0
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(i) Sole (ii) Shar (iii) Sole	Capital Manager power to vote of ed power to vot power to dispose ed power to disp The percer disclosed i	or direct e or to se or to pose or nt of cla n the Is	direct the vote direct the disp to direct the di ass was calculat	position of ed based on y Report on	Form 10-Q filed		15 stock issued a	nd outstand	0 ding as	15,624,152 s of September	30, 2018
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Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Not applicable.

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.

Date: February 14, 2019

PAR INVESTMENT PARTNERS, L.P.

By:	PAR Group II, L.P., its	General Partner	
D	DID (C 111)		1.0.

By: PAR Capital Management, Inc., its General Partner

By: /s/ Steven M. Smith

Name:Steven M. SmithTitle:Chief Operating Officer and General Counsel

PAR GROUP II, L.P.

By: PAR Capital Management, Inc., its General Partner

By: /s/ Steven M. Smith

Name: Steven M. Smith Title: Chief Operating Officer and General Counsel

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Steven M. Smith

Name: Steven M. Smith Title: Chief Operating Officer and General Counsel