
**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): May 7, 2014

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

(Exact name of registrant as specified in its charter)

**Delaware
Delaware**
(State or other jurisdiction
of incorporation)

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

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

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

**60606
60606**
(Zip Code)

**(827) 825-4000
(827) 825-4000**

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))
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Item 7.01 Regulation FD Disclosure

On May 7, 2014, United Airlines, Inc., a wholly owned subsidiary of United Continental Holdings, Inc., issued a press release reporting its April 2014 operational results. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

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*	Press Release issued by United Airlines, Inc. dated May 7, 2014

* 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 AIRLINES, INC.

By: /s/ Chris Kenny
Name: Chris Kenny
Title: Vice President and Controller

Date: May 7, 2014

EXHIBIT INDEX

Exhibit No.

Description

99.1*

Press Release issued by United Airlines, Inc. dated May 7, 2014

* Furnished herewith electronically.

News Release



United Airlines
Worldwide Media Relations
872.825.8640
media.relations@united.com

United Reports April 2014 Operational Performance

CHICAGO, May 7, 2014 – United Airlines (UAL) today reported April 2014 operational results.

UAL's April 2014 consolidated traffic (revenue passenger miles) increased 0.6 percent and consolidated capacity (available seat miles) decreased 1.3 percent versus April 2013. UAL's April 2014 consolidated load factor increased 1.6 points compared to April 2013.

About United

United Airlines and United Express operate an average of more than 5,200 flights a day to 369 airports across six continents. In 2013, United and United Express carried more passenger traffic than any other airline in the world and operated nearly two million flights carrying 139 million customers. United operates nearly 700 mainline aircraft and, in 2014, will take delivery of 35 new Boeing aircraft, including the B787-9 as the North American launch customer, and will welcome 27 new E175 aircraft to United Express. The airline is a founding member of Star Alliance, which provides service to 195 countries via 26 member airlines. More than 85,000 United employees reside in every U.S. state and in countries around the world. For more information, visit united.com, follow @United on Twitter or connect on Facebook. The common stock of United's parent, United Continental Holdings, Inc., is traded on the NYSE under the symbol UAL.

A STAR ALLIANCE MEMBER 

Preliminary Operational Results

	April			Year-to-Date		
	2014	2013	Change	2014	2013	Change
REVENUE PASSENGER MILES (000)						
Domestic	7,339,459	7,351,646	(0.2%)	28,062,569	28,089,390	(0.1%)
International	7,105,883	7,005,398	1.4%	26,719,365	26,814,652	(0.4%)
Atlantic	3,014,648	2,969,510	1.5%	10,385,322	10,509,821	(1.2%)
Pacific	2,521,308	2,538,287	(0.7%)	10,153,686	10,246,407	(0.9%)
Latin	1,569,927	1,497,601	4.8%	6,180,357	6,058,424	2.0%
Mainline	14,445,342	14,357,044	0.6%	54,781,934	54,904,042	(0.2%)
Regional	2,173,833	2,164,741	0.4%	8,220,095	8,161,249	0.7%
Consolidated	16,619,175	16,521,785	0.6%	63,002,029	63,065,291	(0.1%)
AVAILABLE SEAT MILES (000)						
Domestic	8,433,575	8,636,145	(2.3%)	32,804,643	33,260,447	(1.4%)
International	8,924,851	8,909,463	0.2%	34,350,864	34,104,626	0.7%
Atlantic	3,706,297	3,764,935	(1.6%)	14,096,980	13,998,909	0.7%
Pacific	3,338,676	3,242,878	3.0%	12,752,500	12,530,775	1.8%
Latin	1,879,878	1,901,650	(1.1%)	7,501,384	7,574,942	(1.0%)
Mainline	17,358,426	17,545,608	(1.1%)	67,155,507	67,365,073	(0.3%)
Regional	2,598,964	2,666,513	(2.5%)	10,018,094	10,218,814	(2.0%)
Consolidated	19,957,390	20,212,121	(1.3%)	77,173,601	77,583,887	(0.5%)
PASSENGER LOAD FACTOR						
Domestic	87.0%	85.1%	1.9 pts	85.5%	84.5%	1.0 pts
International	79.6%	78.6%	1.0 pts	77.8%	78.6%	(0.8) pts
Atlantic	81.3%	78.9%	2.4 pts	73.7%	75.1%	(1.4) pts
Pacific	75.5%	78.3%	(2.8) pts	79.6%	81.8%	(2.2) pts
Latin	83.5%	78.8%	4.7 pts	82.4%	80.0%	2.4 pts
Mainline	83.2%	81.8%	1.4 pts	81.6%	81.5%	0.1 pts
Regional	83.6%	81.2%	2.4 pts	82.1%	79.9%	2.2 pts
Consolidated	83.3%	81.7%	1.6 pts	81.6%	81.3%	0.3 pts
ONBOARD PASSENGERS (000)						
Mainline	7,467	7,404	0.9%	28,696	28,883	(0.6%)
Regional	3,851	3,889	(1.0%)	14,522	14,765	(1.6%)
Consolidated	11,318	11,293	0.2%	43,218	43,648	(1.0%)
CARGO REVENUE TON MILES (000)						
Total	194,386	187,949	3.4%	779,561	734,159	6.2%

(more)

Preliminary Financial Results

Second Quarter 2014 estimated consolidated average price per gallon of fuel, including the impact of all cash settled hedges and fuel taxes 3.05 – 3.10 Dollars

Preliminary Operational Results

	<u>2014</u>	<u>2013</u>	<u>Change</u>
April On-Time Performance ¹	81.8%	76.1%	5.7 pts
April Completion Factor ²	99.5%	99.0%	0.5 pts

¹ Based on domestic mainline scheduled flights arriving within 14 minutes of scheduled arrival time, according to data published in the DOT Air Travel Consumer Report

² Mainline completion percentage

Safe Harbor Statement

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this release 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 that 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 and revenue-generating initiatives, including optimizing our revenue; 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); economic and political instability and other risks of doing business globally; 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; disruptions to our regional network; the costs and availability of aviation and other insurance; industry consolidation or changes in airline alliances; competitive pressures on pricing and on demand; our capacity decisions and the capacity decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements and environmental regulations); 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 Part I, Item 1A, Risk Factors, of UAL’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.

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