
**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): January 10, 2014

UNITED CONTINENTAL HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-06033
(Commission
File Number)

36-2675207
(I.R.S. Employer
Identification No.)

233 S. Wacker Drive, Chicago, IL 60606
(Address of Principal Executive Offices) (Zip Code)

(872)-825-4000
(Registrant's telephone number, including area code)

N/A
(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 240.425)
 - 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 3.02 Unregistered Sales of Equity Securities.

On January 10, 2014, United Continental Holdings, Inc. (“UAL” or the “Company”) issued a press release announcing that it is notifying the holders of \$155,640,000 principal amount of the Company’s outstanding 4.5% senior limited-subordination convertible notes due 2021 (the “Notes”) that it has elected to effect an optional redemption of all the outstanding Notes on February 10, 2014 (the “Redemption Date”). On the Redemption Date, the Company will redeem the entire outstanding amount of the Notes, at a price equal to 100 percent of the principal amount of such Notes, plus accrued and unpaid interest thereon to but not including the Redemption Date.

The Notes are convertible into shares of the Company’s common stock. The current conversion rate of the Notes is 30.6419 shares of common stock per \$1,000 principal amount of the Notes, and the conversion price is \$32.64, for a maximum number of 4,769,105 shares of common stock of the Company issuable upon such conversion. Any such shares issued upon conversion of the Notes would be issued in transactions exempt from registration pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended. Per the terms and conditions of the Notes and the indenture under which the Notes were issued, holders will retain the right to convert their Notes (or portions thereof) into the Company’s common stock until 5 p.m. (New York City time) on February 6, 2014, which is the second business day prior to the Redemption Date.

The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release issued by United Continental Holdings, Inc. dated January 10, 2014

* Filed herewith electronically.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED CONTINENTAL HOLDINGS, INC.

By: /s/ John D. Rainey

John D. Rainey

Executive Vice President and Chief Financial Officer

Date: January 15, 2014

EXHIBIT INDEX

Exhibit No.	Description
99.1*	Press Release issued by United Continental Holdings, Inc. dated January 10, 2014

* Filed herewith electronically.

News Release



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

**United Continental Holdings, Inc. Announces Call for
Optional Redemption of 4.50% Senior Limited-
Subordination Convertible Notes Due 2021**

CHICAGO, Jan. 10, 2014 – United Continental Holdings, Inc. (NYSE: UAL) today announced that it is notifying holders of the \$155,640,000 outstanding principal amount of its 4.50 percent Senior Limited-Subordination Convertible Notes due 2021 (the “Notes”) that it has elected to effect an optional redemption of all of the outstanding Notes on Feb. 10, 2014 (the “Redemption Date”). On the Redemption Date, United Continental Holdings, Inc. (the “Company”) will redeem the entire outstanding principal amount of the Notes, at a price in cash equal to 100 percent of the principal amount of such Notes, plus accrued and unpaid interest thereon to but not including the Redemption Date.

The Notes are convertible into shares of the Company’s common stock. The current conversion rate of the Notes is 30.6419 shares of common stock per \$1,000 principal amount of the Notes, and the conversion price is \$32.64. Per the terms and conditions of the indenture and the Notes, holders will retain the right to convert their Notes (or portions thereof) into the Company’s common stock until 5 p.m. (New York City time) on Feb. 6, 2014, which is the second business day prior to the Redemption Date.

The paying agent and conversion agent for the Notes is The Bank of New York Mellon Trust Company, N.A., Corporate Trust Operations, 2 N. La Salle Street, Suite 1020, Chicago, IL 60602, Attention: Mr. Dan Donovan, Phone: (312) 827-8547, Fax: (312) 827-8542, Email: dan.donovan@bnymellon.com.

About United

United Airlines and United Express operate an average of more than 5,300 flights a day to more than 360 airports across six continents. In 2012, United and United Express carried more passenger traffic than any other airline in the world and operated nearly two million flights carrying 140 million customers. United is investing in upgrading its onboard products and now offers more flat-bed seats in its premium cabins and more extra-legroom, economy-class seating than any airline in North America. In 2013, United became the first U.S.-based

(more)

A STAR ALLIANCE MEMBER 

international carrier to offer satellite-based Wi-Fi on long-haul overseas routes. The airline also features DIRECTV® on more than 200 aircraft, offering customers more live television access than any other airline in the world. United operates nearly 700 mainline aircraft and has made large-scale investments in its fleet. Business Traveler magazine awarded United Best Airline for North American Travel for 2013, and readers of Global Traveler magazine have voted United's MileagePlus program the Best Frequent-Flyer Program for 10 consecutive years. According to the 4th annual Switchfly Reward Seat Availability Survey published by IdeaWorksCompany in May 2013, United has the most saver-style award-seat availability among the largest U.S. global airlines. Air Transport World named United as the Eco-Aviation Airline of the Year Gold Winner in 2013. United is a founding member of Star Alliance, which provides service to 195 countries via 28 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 or follow United on [Twitter](#) and [Facebook](#). The common stock of United's parent, United Continental Holdings, Inc., is traded on the NYSE under the symbol UAL.

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