

**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): **July 14, 2016**

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

(Exact name of registrant as specified in its charter)

Delaware

001-06033

36-2675207

Delaware

001-10323

74-2099724

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

233 S. Wacker Drive, Chicago, IL

60606

233 S. Wacker Drive, Chicago, IL

60606

(Address of principal executive offices)

(Zip Code)

(872) 825-4000

(872) 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))

Item 8.01 Other Events.

On July 14, 2016, United Continental Holdings, Inc. (the "Company"), the parent company of United Airlines, Inc., reported that it has reached a resolution in the form of a Non-Prosecution Agreement (the "Agreement") with the United States Attorney's Office for the District of New Jersey (the "USAO") in connection with the previously disclosed Port Authority investigation conducted by the USAO.

Under the Agreement, the USAO agrees that it will not prosecute the Company with respect to its establishment and operation of a flight between Newark, New Jersey, and Columbia, South Carolina, and information that the Company disclosed to the USAO in connection with its related internal investigation, provided that the Company complies with the Agreement for two (2) years. In addition, under the Agreement, the Company accepted responsibility for certain conduct related to the establishment of this flight and agreed to cooperate with the USAO, to certain reporting obligations and to certain compliance program related obligations. The Company also agreed to pay a financial penalty of \$2.25 million. The Agreement does not require the appointment of an independent monitor.

The Agreement can be accessed at the Company's website at <https://www.united.com/web/en-US/content/United-NPA-Final-All-Signatures.pdf>. The Company's news release announcing its entry into the Agreement is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1*	Press Release issued by United Continental Holdings, Inc. dated July 14, 2016

SIGNATURES

Pursuant to the requirements of the Exchange Act, 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/ Brett J. Hart
Name: Brett J. Hart
Title: Executive Vice President and General Counsel

Date: July 14, 2016

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release issued by United Continental Holdings, Inc. dated July 14, 2016

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News Release

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



United Airlines Reaches Non-Prosecution Agreement In Port Authority Investigation

CHICAGO, July 14, 2016 — United Continental Holdings, Inc. (NYSE: UAL) reported today that it has reached a resolution in the form of a Non-Prosecution Agreement with the United States Attorney’s Office for the District of New Jersey (the “USAO”) in connection with its Port Authority investigation. Under the agreement, the USAO will not prosecute United in connection with United’s establishment of a flight between Newark Liberty International Airport in New Jersey and Columbia Metropolitan Airport in South Carolina, provided that United complies with the agreement for two years. In addition, United has agreed to pay a financial penalty of \$2.25 million.

“As we move forward, continuing to earn and keep the trust of our employees, customers, shareholders, and the communities we serve around the world remains critical to our success,” said Oscar Munoz, President and Chief Executive Officer of United. “We will continue to act with the utmost integrity in everything we do, ensuring that we are always conducting business ethically and with the best interests of all of our stakeholders in mind.”

In the agreement, the USAO recognized United’s “extensive, thorough, timely and voluntary cooperation” as well as its “early and extensive remedial efforts.” The USAO also acknowledged that United improved its Ethics and Compliance Office and enhanced its policies.

Under the agreement, United accepted responsibility for certain conduct related to the establishment of the flight between Newark and Columbia. Also, United agreed to continue to enhance its compliance, anti-bribery and anti-corruption program policies and procedures as appropriate and to make annual reports of its compliance efforts. United is committed to full compliance with this agreement.

The full Non-Prosecution Agreement can be found [here](#).

About United

United Airlines and United Express operate an average of 5,000 flights a day to 336 airports across six continents. In 2015, United and United Express operated more than 1.5 million flights carrying more than 140 million customers. United is proud to have the world’s most comprehensive route network, including U.S. mainland hubs in Chicago, Denver, Houston, Los Angeles, New York/Newark, San Francisco and Washington, D.C. United operates more than 715 mainline aircraft, and this year, the airline anticipates taking delivery of 21 new Boeing aircraft,

including 737 NGs, 787s and 777s. The airline is a founding member of Star Alliance, which provides service to 192 countries via 28 member airlines. Approximately 86,000 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.

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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. Such forward-looking statements are and will be subject to many risks and uncertainties that may cause actual events or results to differ materially from any future events or results expressed or implied in such forward-looking statements. Factors that could cause actual event or results to differ significantly from those described in forward-looking statements include, but are not limited to, our ability to comply with the terms of the agreement entered into with the U.S. Attorney’s Office for the District of New Jersey, as well as other risks and uncertainties set forth from time to time in the reports we file with the U.S. Securities and Exchange Commission. All forward-looking statements in this release are based upon information available to us on the date hereof. 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.