

**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, 2013

**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)

(312) 997-8000
(312) 997-8000

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 May 7, 2013, United Continental Holdings, Inc. issued a press release reporting the April 2013 operational results of United Airlines, Inc., its wholly owned subsidiary. 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 May 7, 2013.

* Filed 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, 2013

EXHIBIT INDEX

Exhibit No.

Description

99.1* Press Release issued by United Continental Holdings, Inc. dated May 7, 2013

* Filed herewith electronically.

News Release

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



**United Reports April 2013
Operational Performance**

CHICAGO, May 7, 2013 – United Airlines (UAL) today reported April 2013 operational results.

UAL's April 2013 consolidated traffic (revenue passenger miles) decreased 3.8 percent and consolidated capacity (available seat miles) decreased 2.6 percent versus April 2012. UAL's April 2013 consolidated load factor decreased 1.0 point compared to April 2012.

UAL's April 2013 consolidated passenger revenue per available seat mile (PRASM) is estimated to be between flat and down 1.0 percent compared to April 2012.

About United

United Airlines and United Express operate an average of 5,446 flights a day to more than 370 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 international carrier to offer satellite-based Wi-Fi on long-haul overseas routes. The airline also features DIRECTV® on 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. In 2013, United will continue to modernize its fleet by taking delivery of more than two dozen new Boeing aircraft. The company expanded its industry-leading global route network in 2012, launching nine new international and 18 new domestic routes. Business Traveler magazine awarded United Best Airline for North American Travel for 2012, and readers of Global Traveler magazine have voted United's MileagePlus program the best frequent flyer program for nine consecutive years. United is a founding member of Star Alliance, which provides service to 194 countries via 27 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.

A STAR ALLIANCE MEMBER 

Preliminary Operational Results

	April			Year-to-Date		
	2013	2012	Change	2013	2012	Change
REVENUE PASSENGER MILES (000)						
Domestic	7,351,646	7,794,248	(5.7%)	28,089,390	28,983,259	(3.1%)
International	7,005,398	7,238,751	(3.2%)	26,814,652	27,241,368	(1.6%)
Atlantic	2,969,510	3,097,537	(4.1%)	10,509,821	11,183,910	(6.0%)
Pacific	2,538,287	2,621,678	(3.2%)	10,246,407	10,080,783	1.6%
Latin	1,497,601	1,519,536	(1.4%)	6,058,424	5,976,675	1.4%
Mainline	14,357,044	15,032,999	(4.5%)	54,904,042	56,224,627	(2.3%)
Regional	2,164,741	2,134,476	1.4%	8,161,249	8,050,117	1.4%
Consolidated	16,521,785	17,167,475	(3.8%)	63,065,291	64,274,744	(1.9%)
AVAILABLE SEAT MILES (000)						
Domestic	8,636,145	9,082,775	(4.9%)	33,260,447	34,861,122	(4.6%)
International	8,909,463	9,008,744	(1.1%)	34,104,626	35,698,963	(4.5%)
Atlantic	3,764,935	3,798,675	(0.9%)	13,998,909	15,196,579	(7.9%)
Pacific	3,242,878	3,330,034	(2.6%)	12,530,775	12,902,499	(2.9%)
Latin	1,901,650	1,880,035	1.1%	7,574,942	7,599,885	(0.3%)
Mainline	17,545,608	18,091,519	(3.0%)	67,365,073	70,560,085	(4.5%)
Regional	2,666,513	2,667,571	0.0%	10,218,814	10,543,126	(3.1%)
Consolidated	20,212,121	20,759,090	(2.6%)	77,583,887	81,103,211	(4.3%)
PASSENGER LOAD FACTOR						
Domestic	85.1%	85.8%	(0.7)pts	84.5%	83.1%	1.4pts
International	78.6%	80.4%	(1.8)pts	78.6%	76.3%	2.3pts
Atlantic	78.9%	81.5%	(2.6)pts	75.1%	73.6%	1.5pts
Pacific	78.3%	78.7%	(0.4)pts	81.8%	78.1%	3.7pts
Latin	78.8%	80.8%	(2.0)pts	80.0%	78.6%	1.4pts
Mainline	81.8%	83.1%	(1.3)pts	81.5%	79.7%	1.8pts
Regional	81.2%	80.0%	1.2pts	79.9%	76.4%	3.5pts
Consolidated	81.7%	82.7%	(1.0)pts	81.3%	79.3%	2.0pts
ONBOARD PASSENGERS (000)						
Mainline	7,404	7,972	(7.1%)	28,883	29,881	(3.3%)
Regional	3,889	3,887	0.1%	14,765	14,505	1.8%
Consolidated	11,293	11,859	(4.8%)	43,648	44,386	(1.7%)
CARGO REVENUE TON MILES (000)						
Total	187,949	206,486	(9.0%)	734,159	838,356	(12.4%)

(more)

Preliminary Financial Results

March 2013 year-over-year consolidated PRASM change	7.1 %
March 2013 year-over-year mainline PRASM change	6.7 %
April 2013 estimated year-over-year consolidated PRASM change	0.0 - (1.0) %
April 2013 estimated year-over-year mainline PRASM change	(1.0) - (2.0) %
April 2013 estimated consolidated average price per gallon of fuel, including the impact of all cash settled hedges and fuel taxes	3.13 Dollars
Second Quarter 2013 estimated consolidated average price per gallon of fuel, including the impact of all cash settled hedges and fuel taxes	3.01 Dollars

Preliminary Operational Results

	2013	2012	Change
April On-Time Performance ¹	76.1%	81.6%	(5.5) pts
April Completion Factor ²	99.0%	99.5%	(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; 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; the costs associated with security measures and practices; 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 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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