
**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 17, 2013**

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

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 001-06033 | 36-2675207 |
| Delaware | 001-11355 | 36-2675206 |
| Delaware | 001-10323 | 74-2099724 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |
| 77 W. Wacker Drive, Chicago, IL | | 60601 |
| 77 W. Wacker Drive, Chicago, IL | | 60601 |
| 1600 Smith Street, Dept. HQSEO, Houston, Texas | | 77002 |
| (Address of principal executive offices) | | (Zip Code) |

(312) 997-8000

(312) 997-8000

(713) 324-2950

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 2.02 Results of Operations and Financial Condition.

On January 17, 2013, United Continental Holdings, Inc. (“UAL”), the holding company whose primary subsidiaries are United Air Lines, Inc. and Continental Airlines, Inc., issued a press release announcing special charges for fourth quarter 2012. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02, 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 Continental Holdings, Inc. dated January 17, 2013 |

* 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 AIR LINES, INC.
CONTINENTAL AIRLINES, INC.

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

Date: January 17, 2013

EXHIBIT INDEX

Exhibit No. **Description**

99.1* Press Release issued by United Continental Holdings, Inc. dated January 17, 2013

* Furnished herewith electronically.

News Release



United Continental Holdings, Inc.
Worldwide Media Relations
312.997.8640
media.relations@united.com

UNITED TO HOLD LIVE WEBCAST OF FOURTH-QUARTER 2012 FINANCIAL RESULTS

SPECIAL CHARGES SUMMARY FOR THE FOURTH QUARTER 2012

CHICAGO, Jan. 17, 2013 – United Continental Holdings, Inc. (NYSE: UAL) will hold a conference call to discuss fourth-quarter 2012 financial results on Thursday, Jan. 24, 2013, at 9:30 a.m. CT/10:30 a.m. ET. A live, listen-only webcast of the conference call will be available at ir.united.com.

The webcast will be available for replay within 24 hours of the conference call and then archived on the website for a limited time.

Fourth-Quarter Special Charges

UAL expects to record special charges of \$439 million (\$430 million, net of income taxes) during the fourth quarter of 2012. Details are as follows (in millions):

| | Three Months Ended Dec. 31, 2012 |
|-------------------------------------|---|
| Integration-related costs | \$ 408 |
| Impairment | 24 |
| Labor agreement costs | 21 |
| Gains on sale of assets, net | (14) |
| Total special charges | \$ 439 |
| Income tax benefit | 9 |
| Total special charges, net of taxes | <u>\$ 430</u> |

Integration-related costs: Integration-related costs include compensation costs related to systems integration and training, costs to repaint aircraft and other branding activities, relocation costs for employees and severance primarily associated with administrative headcount reductions, which totaled approximately \$99 million during the fourth quarter of 2012.

In addition, on Dec. 31, 2012, the company entered into an agreement with the Pension Benefit Guaranty Corporation providing for, among other things, the modification of the company's contingent obligation to issue, if certain financial triggers were met, up to \$500 million principal amount of 8% Contingent Senior Notes. In order to reduce the aggregate

(more)

amount of notes to be issued and eliminate the contingent nature of the obligation, the company replaced the existing \$188 million principal amount of 8% Contingent Senior Notes incurred as of Dec. 31, 2012, and the obligation to issue any additional 8% Contingent Senior Notes with \$400 million principal amount of new 8% Notes due 2024, which contain no additional contingencies. Also, the company agreed to replace the \$652 million principal amount outstanding of the company's 6% Senior Notes due 2031 with \$326 million principal amount of new 6% Notes due 2026 and \$326 million principal amount of new 6% Notes due 2028. The company is accounting for this agreement as a debt extinguishment, resulting in a charge of \$309 million that represents the fair value of the additional \$212 million of 8% Notes that we agreed to issue and the change in the fair value of the other new 6% Notes and 8% Notes versus their previous carrying values. The company did not receive any cash proceeds in connection with the issuance of the new notes.

Impairment: The company recorded an impairment charge of \$24 million related to foreign take-off and landing slots to reflect the estimated fair value of these assets as part of our annual impairment test of indefinite-lived intangible assets. Reductions of frequencies and weakening of the U.S. dollar against certain foreign currencies attributed to the charge.

Labor agreement costs: The company recorded an additional \$21 million in costs associated with the joint collective bargaining agreement with the Air Line Pilots Association, International that was ratified in December 2012.

Gains on sale of assets, net: The company sold three aircraft during the fourth quarter of 2012, realizing a net gain of \$14 million.

About United

United Airlines and United Express operate an average of 5,557 flights a day to 378 airports on six continents from the airline's hubs in Chicago, Cleveland, Denver, Guam, Houston, Los Angeles, New York/Newark, San Francisco, Tokyo and Washington, D.C. United is upgrading its cabins with more flat-bed seats in first and business class and more extra-legroom economy-class seating than any other airline in North America. United now has 180 airplanes featuring DIRECTV®, offering customers more live television access than any other airline in the world. United operates nearly 700 mainline aircraft and has orders for more than 270 new aircraft deliveries through 2022. In 2012, United was the first North American airline to take delivery of new Boeing 787 Dreamliner aircraft. United was rated the world's most admired airline on FORTUNE magazine's 2012 airline-industry list of the World's Most Admired Companies. 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 193 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.

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