
**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): August 29, 2016

**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)

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 29, 2016, United Continental Holdings, Inc. (the “Company”) announced that J. Scott Kirby was appointed President of the Company, effective at 2:30 pm CT on Monday, August 29, 2016. Mr. Kirby will report to Oscar Munoz, the Company’s Chief Executive Officer, who served as the Company’s President prior to Mr. Kirby’s appointment.

Mr. Kirby, age 49, previously served since December 2013 as President of American Airlines Group and American Airlines, Inc. Mr. Kirby also previously served as President of US Airways from October 2006 to December 2013. Mr. Kirby held significant other leadership roles at US Airways and at America West prior to the 2005 merger of those carriers, including Executive Vice President—Sales and Marketing (2001 to 2006); Senior Vice President, e-business (2000 to 2001); Vice President, Revenue Management (1998 to 2000); Vice President, Planning (1997 to 1998); and Senior Director, Scheduling and Planning (1995 to 1998). Prior to joining America West, Mr. Kirby worked for American Airlines Decision Technologies and at the Pentagon. Mr. Kirby earned a masters of science degree from George Washington University and a bachelor’s degree from the U.S. Air Force Academy.

There are no arrangements or understandings between Mr. Kirby and any other person pursuant to which he was appointed as an officer of the Company. Mr. Kirby does not have any family relationship with any director or other executive officer of the Company, and there are no transactions in which Mr. Kirby has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The Compensation Committee of the Board of Directors of the Company (the “Compensation Committee”) approved the terms of Mr. Kirby’s compensation. Under such terms, the Company will provide Mr. Kirby an annual base salary of \$875,000, a 2016 annual target incentive compensation equal to 125% of his pro-rated 2016 base salary, and a 2016 long-term incentive opportunity equal to 625% of his pro-rated 2016 base salary. The 2016 long-term incentive awards consist of (i) restricted shares, (ii) performance-based RSUs (with a return on invested capital metric), and (iii) performance-based RSUs (with a relative pre-tax margin metric). In addition, Mr. Kirby received a sign-on transition award consisting of premium-priced stock options (with an exercise price that is 25% higher than the closing stock price on the date of grant) with a total Black-Scholes grant value of \$5 million. The options are split into two tranches as follows: (i) \$2 million of the grant date value consists of stock options with a seven year term that vest in 1/3 increments on the first, second and third anniversary of the grant date; and (ii) \$3 million of the grant date value consists of stock options with a ten year term that vest in 1/3 increments on the fourth, fifth and sixth anniversary of the grant date.

Mr. Kirby has been designated as an eligible participant in the United Continental Holdings, Inc. Executive Severance Plan (the “Plan”). The Plan provides participants with certain payments and benefits upon termination of employment. In the event he is terminated by the Company without “cause” or he terminates for “good reason” (as defined in the Plan), Mr. Kirby will receive a cash severance payment equal to two times the sum of his annual base salary and target annual incentive compensation opportunity as in effect immediately prior to termination and continued coverage pursuant to the Company’s or an affiliate’s welfare benefit plans for 24 months following termination. The Plan provides that all termination payments and obligations of the Company or its affiliates are subject to receipt of a signed and irrevocable release agreement relating to certain legal claims and liabilities against the Company or its affiliates. Under the terms of the Company’s restricted share agreement, Mr. Kirby will be subject to post-termination restrictive covenants during a limited time period relating to solicitation or hiring of any employee of the Company or its affiliates and certain non-competition obligations (except upon involuntary or good reason termination). In addition, he will be bound by obligations of confidentiality and non-disparagement for an indefinite duration with respect to the Company and its affiliates.

Item 9.01. Financial Statements and Exhibits.

- (a) - (c) Not applicable.
- (d) Exhibits:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release issued by the Company on August 29, 2016.

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/ Jennifer L. Kraft

Name: Jennifer L. Kraft

Title: Deputy General Counsel and Secretary

Date: August 30, 2016

**Exhibit
Number**

Description of Exhibit

99.1

Press Release issued by the Company on August 29, 2016.

News Release

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

**Scott Kirby Named President of United Airlines**

*Former American Airlines president brings three decades
of innovative leadership and airline experience*

CHICAGO, August 29, 2016 - United Continental Holdings, Inc. (UAL) today announced that Scott Kirby has been named president of United Airlines. In this newly created role, Kirby will assume responsibility for United's operations, marketing, sales, alliances, network planning and revenue management. Kirby's appointment is effective immediately and he will report to Oscar Munoz, United's CEO. Kirby joins United from American Airlines, where he held the title of president since the merger of American and US Airways in 2013.

"Scott is a proven leader, whose deep airline experience and expertise will further accelerate our efforts to build the best airline in the industry," said Munoz. "Scott's appointment, along with other recent leadership announcements, is the culmination of the formation of my senior leadership team. This is just the latest step in our mission to be an agile and innovative industry leader."

Kirby is a well-known industry veteran, with a broad and accomplished three-decade airline career with senior leadership roles at America West and US Airways, where he was named president in 2006. Kirby started his career at the Pentagon and in the technology sector and earned bachelor degrees in computer science and operations research from the U.S. Air Force Academy and a Master of Science in operations research from George Washington University.

"I am honored to be joining United at this important and exciting time and to have the opportunity to help accelerate the momentum the airline has achieved over the past year," said Kirby. "I see real opportunity to build on the airline's vast global network and, along with my 86,000 United teammates, create the world's best airline for employees, customers, and shareholders."

A STAR ALLIANCE MEMBER 

About United

United Airlines and United Express operate more than 4,500 flights a day to 339 airports across five 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 720 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. 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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