
**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 9, 2014

**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 2.02 Results of Operations and Financial Condition

On July 9, 2014, United Continental Holdings, Inc. (“UAL”), the holding company whose primary subsidiary is United Airlines, Inc. (“United,” and together with UAL, the “Company”), will provide an investor update related to the preliminary financial and operational results for the Company for second quarter 2014. The investor update is attached as Exhibit 99.1 and is incorporated 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 7.01 Regulation FD Disclosure

On July 9, 2014, United issued a press release reporting its June 2014 operational results. The press release is attached as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.2, 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*	United Continental Holdings, Inc. Investor Update dated July 9, 2014
99.2*	Press Release issued by United Airlines, Inc. dated July 9, 2014

* 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 AIRLINES, INC.

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

Date: July 9, 2014

EXHIBIT INDEX

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Investor Update

Issue Date: July 9, 2014

This investor update provides guidance and certain forward looking statements about United Continental Holdings, Inc. (the “Company” or “UAL”). The information in this investor update contains preliminary financial and operational results for the Company for second quarter 2014.

Capacity

The Company’s second-quarter 2014 consolidated system available seat miles (“ASMs”) decreased an estimated 0.1% as compared to the same period in the prior year. UAL’s second-quarter 2014 consolidated domestic ASMs decreased approximately 1.8% and consolidated international ASMs increased an estimated 2.1% versus the second quarter of 2013.

Revenue

The Company’s second-quarter 2014 consolidated passenger revenue per available seat mile (“PRASM”) increased approximately 3.5 percent versus the second quarter of 2013. This is higher than the Company’s previous expectations due primarily to better than expected performance in the Pacific and Domestic regions.

The Company expects its second-quarter 2014 cargo revenue to be between \$220 million and \$240 million and expects its second-quarter 2014 other revenue to be between \$1.10 billion and \$1.12 billion.

Non-Fuel Expense

UAL expects its second-quarter consolidated cost per ASM (“CASM”), excluding profit sharing, fuel, third-party business expense and special charges, to be approximately flat year-over-year. The better than expected cost performance was driven by strong performance on cost savings initiatives and by the timing of certain expenses the Company now expects to incur in the second half of the year.

The Company expects to record approximately \$215 million of third-party business expense in the second quarter 2014. Corresponding third-party business revenue associated with third-party business activities is recorded in other revenue. As of June 30, 2014, the Company ended its agreement to sell fuel to a third party, which will reduce other revenue and third-party business expense going forward.

Fuel Expense

UAL estimates its consolidated fuel price, including the impact of cash-settled hedges, to be between \$3.06 and \$3.11 per gallon for the second quarter 2014.

Non-Operating Expense

The Company estimates non-operating expense to be between \$140 million and \$160 million for the second quarter 2014.

The Company excludes non-cash gains/losses on fuel hedges from its non-operating expense and Non-GAAP earnings.

Profit Sharing and Share-Based Compensation

For 2014, the Company will pay approximately 10% of total adjusted earnings as profit sharing to employees for adjusted earnings up to a 6.9% adjusted pre-tax margin and approximately 14% for any adjusted earnings above that amount. Adjusted earnings for the purposes of profit sharing are calculated as GAAP pre-tax earnings, excluding special items, profit sharing expense and share-based compensation program expense. Share-based compensation expense for the purposes of the profit sharing calculation is estimated to be \$43 million year to date through the second quarter 2014.

Capital Expenditures and Scheduled Debt and Capital Lease Payments

The Company expects between \$860 million and \$880 million of gross capital expenditures in the second quarter 2014, which is above its previous guidance. The difference versus prior guidance is attributable to payments originally scheduled for the third quarter 2014 which the Company elected to pay in the second quarter 2014. There is no impact to full year capital expenditure guidance as a result of these accelerated payments.

The Company expects debt and capital lease payments to total approximately \$350 million in the second quarter 2014, higher than previous guidance due primarily to pre-payment of certain debt instruments.

Liquidity Position

UAL ended the second quarter 2014 with approximately \$6.8 billion in unrestricted liquidity comprised of approximately \$5.8 billion of unrestricted cash, cash equivalents and short-term investments and \$1 billion in undrawn commitments under its revolving credit facility.

Company Update

Second-Quarter 2014 Operational Update

	<u>Estimated 2Q 2014</u>	<u>Year-Over-Year % Change Higher/(Lower)</u>
Capacity (Million ASMs)		
Mainline Capacity		
Domestic	26,967	(1.4%)
Atlantic	12,420	0.3%
Pacific	10,117	2.4%
Latin America	5,688	5.6%
Total Mainline Capacity	55,192	0.3%
Regional¹	8,022	(2.7%)
Consolidated Capacity		
Domestic System	34,706	(1.8%)
International System	28,508	2.1%
Total Consolidated Capacity	63,214	(0.1%)
Traffic (Million RPMs)		
Mainline Traffic		
Domestic	23,621	(0.5%)
Atlantic	10,434	0.6%
Pacific	8,306	0.6%
Latin America	4,740	8.6%
Total Mainline Traffic	47,101	0.8%
Regional Traffic¹	6,799	(0.9%)
Consolidated Traffic		
Domestic System	30,207	(0.6%)
International System	23,693	2.1%
Total Consolidated Traffic	53,900	0.6%
Load Factor		
Mainline Load Factor		
Domestic	87.6%	0.8 pts.
Atlantic	84.0%	0.3 pts.
Pacific	82.1%	(1.4) pts.
Latin America	83.3%	2.3 pts.
Total Mainline Load Factor	85.3%	0.4 pts.
Regional Load Factor¹	84.8%	1.6 pts.
Consolidated Load Factor		
Domestic System	87.0%	1.0 pt.
International System	83.1%	0.0 pts.
Total Consolidated Load Factor	85.3%	0.6 pts.

1. Regional results reflect flights operated under capacity purchase agreements

(more)

Company Update

Second-Quarter 2014 Financial Update

	<u>Estimated 2Q 2014</u>	<u>Year-Over-Year % Change Higher/(Lower)</u>
Revenue (¢/ASM, except Cargo and Other Revenue)		
Mainline Passenger Unit Revenue	12.84 - 12.97	3.5% - 4.5%
Consolidated Passenger Unit Revenue	14.11 - 14.25	~3.5%
Cargo Revenue (\$M)	\$220 - \$240	
Other Revenue (\$B)	\$1.10 - \$1.12	
Operating Expense¹ (¢/ASM)		
Mainline Unit Cost Excluding Profit Sharing & Third-Party Business Expenses	13.22 - 13.38	(0.9%) - 0.3%
Consolidated Unit Cost Excluding Profit Sharing & Third-Party Business Expenses	14.14 - 14.32	(0.3%) - 1.0%
Non-Fuel Expense¹ (¢/ASM)		
Mainline Unit Cost Excluding Profit Sharing, Fuel & Third-Party Business Expenses	8.68 - 8.77	(1.5%) - (0.5%)
Consolidated Unit Cost Excluding Profit Sharing, Fuel & Third-Party Business Expenses	9.28 - 9.38	Approximately flat
Third-Party Business Expenses (\$M)	\$215	
Select Expense Measures (\$M)		
Aircraft Rent	\$220	
Depreciation and Amortization	\$420	
Fuel Expense		
Mainline Fuel Consumption (Million Gallons)	822	
Consolidated Fuel Consumption (Million Gallons)	1,004	
Consolidated Fuel Price Excluding Hedges (Price per Gallon)	\$3.06 - \$3.11	
Consolidated Fuel Price Including Cash-settled Hedges (Price per Gallon)	\$3.06 - \$3.11	
Non-Operating Expense (\$M)		
Non-Operating Expense ^{1,2}	\$140 - \$160	
Income Taxes		
Effective Income Tax Rate	0%	
Capital Expenditures (\$M)		
Gross Capital Expenditures incl. Purchase Deposits	\$860 - \$880	
Debt and Capital Lease Payments (\$M)	\$350	

1. Excludes special items
2. Excludes non-cash gains/losses on fuel hedges

Share Count

These share count charts are based upon several assumptions including market stock price and number of shares outstanding. The number of shares used in the actual earnings per share calculation will likely be different from those set forth below.

Net Income	2Q 2014 (Estimated)		
	Basic Share Count (in millions)	Diluted Share Count (in millions)	Interest Add-back (in \$ millions)
Less than or equal to \$0	373	373	\$ —
\$1 million - \$43 million	373	373	—
\$44 million - \$72 million	373	380	1
\$73 million - \$330 million	373	391	3
\$331 million or greater	373	396	7

Non-GAAP to GAAP Reconciliations

UAL evaluates its financial performance utilizing various accounting principles generally accepted in the United States of America (“GAAP”) and Non-GAAP financial measures, including net income/loss, net earnings/loss per share and CASM, among others. Non-GAAP financial measures are presented because they provide management and investors the ability to measure and monitor UAL’s performance on a consistent basis. CASM is a common metric used in the airline industry to measure an airline’s cost structure and efficiency. Pursuant to SEC Regulation G, UAL has included the following reconciliation of reported Non-GAAP financial measures to comparable financial measures reported on a GAAP basis. UAL believes that excluding fuel costs from certain measures is useful to investors because it provides an additional measure of management’s performance excluding the effects of a significant cost item over which management has limited influence. UAL believes that adjusting for special charges is useful to investors because they are non-recurring charges not indicative of UAL’s ongoing performance. UAL also believes that excluding third-party business expenses, such as maintenance, ground handling and catering services for third parties, fuel sales and non-air mileage redemptions, provides more meaningful disclosure because these expenses are not directly related to UAL’s core business. In addition, UAL believes that excluding non-cash (gains)/losses on fuel hedges from non-operating expense is useful because it allows investors to better understand the impact of settled hedges on a given period’s results.

	Estimated 2Q 2014	
	Low	High
Mainline Unit Cost (¢/ASM)		
Mainline CASM Excluding Profit Sharing	13.61	13.77
Special Charges (a)	—	—
Mainline CASM Excluding Profit Sharing & Special Charges (b)	13.61	13.77
Less: Third-Party Business Expenses	0.39	0.39
Mainline CASM Excluding Profit Sharing, Third-Party Business Expenses & Special Charges (b)	13.22	13.38
Less: Fuel Expense (c)	4.54	4.61
Mainline CASM Excluding Profit Sharing, Third-Party Business Expenses, Fuel & Special Charges (b)	8.68	8.77
	Low	High
Consolidated Unit Cost (¢/ASM)		
Consolidated CASM Excluding Profit Sharing	14.48	14.66
Special Charges (a)	—	—
Consolidated CASM Excluding Profit Sharing & Special Charges (b)	14.48	14.66
Less: Third-Party Business Expenses	0.34	0.34
Consolidated CASM Excluding Profit Sharing, Third-Party Business Expenses & Special Charges (b)	14.14	14.32
Less: Fuel Expense (c)	4.86	4.94
Consolidated CASM Excluding Profit Sharing, Third-Party Business Expenses, Fuel & Special Charges (b)	9.28	9.38
	Low	High
Non-operating Expense (\$M)		
Non-operating expense	\$101	\$121
Exclude: Non-cash (gains)/losses on fuel hedges	(39)	(39)
Non-operating expense, adjusted (b)	\$140	\$160

- (a) Operating expense per ASM – CASM excludes special charges, the impact of certain primarily non-cash impairment, severance and other similar accounting charges. While the Company anticipates that it will record such special charges throughout the year and may record profit sharing, at this time the Company is unable to provide an estimate of these charges with reasonable certainty.
- (b) These financial measures provide management and investors the ability to measure and monitor the Company’s performance on a consistent basis.
- (c) Both the cost and availability of fuel are subject to many economic and political factors and are therefore beyond the Company’s control.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

Certain statements included in this investor update 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, including optimizing our revenue; 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; 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.

For further questions, contact Investor Relations at (872) 825-8610 or investorrelations@united.com

News Release

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



United Reports June 2014
Operational Performance

CHICAGO, July 9, 2014 – United Airlines (UAL) today reported June 2014 operational results.

UAL's June 2014 consolidated traffic (revenue passenger miles) was flat year-over-year and consolidated capacity (available seat miles) increased 0.8 percent versus June 2013. UAL's June 2014 consolidated load factor decreased 0.6 points compared to June 2013.

About United

United Airlines and United Express operate an average of more than 5,200 flights a day to 369 airports across six continents. In 2013, United and United Express carried more passenger traffic than any other airline in the world and operated nearly two million flights carrying 139 million customers. United operates nearly 700 mainline aircraft and, in 2014, will take delivery of 35 new Boeing aircraft, including the B787-9 as the North American launch customer, and will welcome 27 new E175 aircraft to United Express. The airline is a founding member of Star Alliance, which provides service to 195 countries via 26 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, 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.

A STAR ALLIANCE MEMBER 

Preliminary Operational Results

	June			Year-to-Date		
	2014	2013	Change	2014	2013	Change
REVENUE PASSENGER MILES (000)						
Domestic	8,360,193	8,489,556	(1.5%)	44,343,988	44,471,586	(0.3%)
International	8,402,349	8,245,328	1.9%	43,094,377	42,795,165	0.7%
Atlantic	3,778,770	3,819,387	(1.1%)	17,804,469	17,907,305	(0.6%)
Pacific	2,925,818	2,909,326	0.6%	15,939,014	15,961,391	(0.1%)
Latin	1,697,761	1,516,615	11.9%	9,350,894	8,926,469	4.8%
Mainline	16,762,542	16,734,884	0.2%	87,438,365	87,266,751	0.2%
Regional	2,356,117	2,386,041	(1.3%)	12,844,961	12,858,128	(0.1%)
Consolidated	19,118,659	19,120,925	0.0%	100,283,326	100,124,879	0.2%
AVAILABLE SEAT MILES (000)						
Domestic	9,477,254	9,593,320	(1.2%)	51,338,621	51,981,805	(1.2%)
International	9,725,837	9,392,033	3.6%	53,650,738	52,847,636	1.5%
Atlantic	4,356,532	4,293,649	1.5%	22,810,067	22,615,969	0.9%
Pacific	3,346,651	3,288,680	1.8%	19,531,229	19,171,258	1.9%
Latin	2,022,654	1,809,704	11.8%	11,309,442	11,060,409	2.3%
Mainline	19,203,091	18,985,353	1.1%	104,989,359	104,829,441	0.2%
Regional	2,757,130	2,805,256	(1.7%)	15,440,444	15,793,560	(2.2%)
Consolidated	21,960,221	21,790,609	0.8%	120,429,803	120,623,001	(0.2%)
PASSENGER LOAD FACTOR						
Domestic	88.2%	88.5%	(0.3) pts	86.4%	85.6%	0.8 pts
International	86.4%	87.8%	(1.4) pts	80.3%	81.0%	(0.7) pts
Atlantic	86.7%	89.0%	(2.3) pts	78.1%	79.2%	(1.1) pts
Pacific	87.4%	88.5%	(1.1) pts	81.6%	83.3%	(1.7) pts
Latin	83.9%	83.8%	0.1 pts	82.7%	80.7%	2.0 pts
Mainline	87.3%	88.1%	(0.8) pts	83.3%	83.2%	0.1 pts
Regional	85.5%	85.1%	0.4 pts	83.2%	81.4%	1.8 pts
Consolidated	87.1%	87.7%	(0.6) pts	83.3%	83.0%	0.3 pts
ONBOARD PASSENGERS (000)						
Mainline	8,353	8,312	0.5%	45,081	45,071	0.0%
Regional	4,131	4,288	(3.7%)	22,656	23,236	(2.5%)
Consolidated	12,484	12,600	(0.9%)	67,737	68,307	(0.8%)
CARGO REVENUE TON MILES (000)						
Total	202,624	188,966	7.2%	1,188,569	1,119,007	6.2%

(more)

Preliminary Financial Results

Second Quarter 2014 estimated consolidated average price per gallon of fuel, including the impact of all cash-settled hedges and fuel taxes	3.06 – 3.11 Dollars
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Preliminary Operational Results

	2014	2013	Change
June On-Time Performance ¹	70.1%	71.1%	(1.0) pt
June Completion Factor ²	98.7%	98.8%	(0.1) 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 and revenue-generating initiatives, including optimizing our revenue; 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); economic and political instability and other risks of doing business globally; 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; disruptions to our regional network; the costs and availability of aviation and other insurance; 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 Part I, Item 1 A., 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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