

**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 22, 2019**

**UNITED CONTINENTAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-06033**  
(Commission File Number)

**36-2675207**  
(IRS Employer  
Identification Number)

**233 S. Wacker Drive, Chicago, IL**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value	UAL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 22, 2019, United Continental Holdings, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The proposals submitted to the stockholders at the Annual Meeting were as follows:

- Proposal 1 — the election of the nominees to the Company’s Board of Directors (the “Board”);
- Proposal 2 — the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019;
- Proposal 3 — an advisory vote to approve the compensation of the Company’s named executive officers;
- Proposal 4 — a stockholder proposal regarding the limitation on renomination of proxy access nominees; and
- Proposal 5 — a stockholder proposal regarding a report on lobbying spending.

Each proposal is described in detail in the Company’s definitive proxy statement, which was filed with the Securities and Exchange Commission on April 11, 2019.

At the Annual Meeting, the Company’s stockholders elected each director nominee to the Board and ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries for the fiscal year ending December 31, 2019. The stockholders approved, in an advisory vote, the compensation of the Company’s named executive officers, as presented in the Company’s definitive proxy statement. The stockholder proposals were not approved by the Company’s stockholders. The final voting results for each proposal, including the number of votes cast for and against, and the number of abstentions and broker non-votes, as applicable, are set forth below.

### Proposal 1 — Election of Directors

In accordance with the Company’s Amended and Restated Bylaws, the Company’s stockholders elected a total of 13 director nominees to the Board, of which 11 director nominees were elected by the holders of the Company’s common stock, one director nominee was elected by the holder of the Company’s one share of Class Pilot MEC Junior Preferred Stock, and one director nominee was elected by the holder of the Company’s one share of Class IAM Junior Preferred Stock.

The holders of the Company’s common stock elected the 11 director nominees listed in the table below.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Carolyn Corvi	223,048,012	1,463,160	370,777	17,631,599
Jane C. Garvey	222,816,426	1,703,541	361,982	17,631,599
Barney Harford	222,255,022	2,145,207	481,720	17,631,599
Michele J. Hooper	222,673,065	1,837,112	371,772	17,631,599
Walter Isaacson	220,721,341	3,750,342	410,266	17,631,599
James A. C. Kennedy	222,154,011	2,224,514	503,424	17,631,599
Oscar Munoz	223,184,489	1,506,562	190,898	17,631,599
Edward M. Philip	221,930,269	2,442,939	508,741	17,631,599
Edward L. Shapiro	221,998,364	2,404,579	479,006	17,631,599
David J. Vitale	220,146,476	4,291,670	443,803	17,631,599
James M. Whitehurst	221,684,158	2,766,861	430,930	17,631,599

In addition, the United Airlines Pilots Master Executive Council of the Air Line Pilots Association, International (“ALPA”), the holder of the Company’s one share of Class Pilot MEC Junior Preferred Stock, elected Todd M. Insler as the ALPA director, and the

International Association of Machinists and Aerospace Workers (“IAM”), the holder of the Company’s one share of Class IAM Junior Preferred Stock, elected Sito J. Pantoja as the IAM director.

**Proposal 2 — Ratification of Appointment of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019**

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
239,069,943	2,812,123	631,482	—

**Proposal 3 — Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers**

The Company’s stockholders approved, in an advisory and non-binding vote, the compensation of the Company’s named executive officers, as presented in the Company’s definitive proxy statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
215,993,078	8,394,043	494,828	17,631,599

**Proposal 4 — Stockholder Proposal Regarding the Limitation on Renomination of Proxy Access Nominees**

The stockholder proposal regarding the limitation on renomination of proxy access nominees was not approved by the Company’s stockholders.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
41,042,733	183,289,820	549,396	17,631,599

**Proposal 5 — Stockholder Proposal Regarding a Report on Lobbying Spending**

The stockholder proposal regarding a report on lobbying spending was not approved by the Company’s stockholders.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
56,566,180	167,552,442	763,327	17,631,599

**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.**

By: /s/ Jennifer L. Kraft  
Name: Jennifer L. Kraft  
Title: Vice President and Secretary

Date: May 23, 2019