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 19, 2017

UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIRLINES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-06033**	**36-2675207**
Delaware	**001-10323**	**74-2099724**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification Number)**

233 S. Wacker Drive, Chicago, IL	**60606**
233 S. Wacker Drive, Chicago, IL	**60606**
(Address of principal executive offices)	**(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))

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 7.01 **Regulation FD Disclosure.**

On July 19, 2017, Oscar Munoz, Chief Executive Officer, J. Scott Kirby, President and Andrew C. Levy, Executive Vice President and Chief Financial Officer, of United Continental Holdings, Inc. (the “Company”), the holding company whose primary subsidiary is United Airlines, Inc., will speak at the Company’s call related to its second quarter 2017 financial results and financial and operational outlook for third quarter and full year 2017. Attached hereto as Exhibit 99.1 are slides that will be presented at that time.

The information in this Item 7.01, 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 (the “Exchange Act”), 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.**

Exhibit No.	Description
99.1*	United Continental Holdings, Inc. slide presentation delivered on July 19, 2017

* Furnished herewith electronically.

SIGNATURES

Pursuant to the requirements of the Exchange Act, 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 19, 2017

EXHIBIT INDEX

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99.1*	United Continental Holdings, Inc. slide presentation delivered on July 19, 2017

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2Q 2017 Earnings Call

July 19, 2017

Safe Harbor Statement

Certain statements included in this presentation are forward-looking and thus reflect our current expectations and beliefs with respect to c future events and anticipated financial and operating performance. Such forward-looking statements are and will be subject to many risks a relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or forward-looking statements. Words such as "expects," "will," "plans," "anticipates," "indicates," "believes," "forecast," "guidance," "outlo similar expressions are intended to identify forward-looking statements. Additionally, forward-looking statements include statements that d historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or u indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statement are based upon information available to us on the date of this release. We undertake no obligation to publicly update or revise any forward whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law. Our actu materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply various financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our revenue-generating initiatives, including optimizing our revenue; our ability to control our costs, including realizing benefits from our reso efforts, cost reduction initiatives and fleet replacement programs; costs associated with any modification or termination of our aircraft ord utilize our net operating losses; our ability to attract and retain customers; potential reputational or other impact from adverse events in ou for transportation in the markets in which we operate; an outbreak of a disease that affects travel demand or travel behavior; demand for tr that global economic and political conditions have on customer travel patterns; excessive taxation and the inability to offset future taxable economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, c and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aircraft fuel, if we de potential realized or unrealized gains or losses related to fuel or currency hedging programs; economic and political instability and other ri business globally; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom we have alliances o provide the services contemplated by the respective arrangements with such carriers; the effects of any technology failures or cybersecur disruptions to our regional network; the costs and availability of aviation and other insurance; industry consolidation or changes in airline success of our investments in airlines in other parts of the world; competitive pressures on pricing and on demand; our capacity decisions decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions (including Open Skies agreements and regulations); the impact of regulatory, investigative and legal proceedings and legal compliance risks; the impact of any management chan ability to maintain satisfactory labor relations and the results of any collective bargaining agreement process with our union groups; any d operations due to any potential actions by our labor groups; weather conditions; and other risks and uncertainties set forth under Part I, Ite Factors," of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as well as other risks and uncertainties set forth the reports we file with the U.S. Securities and Exchange Commission.

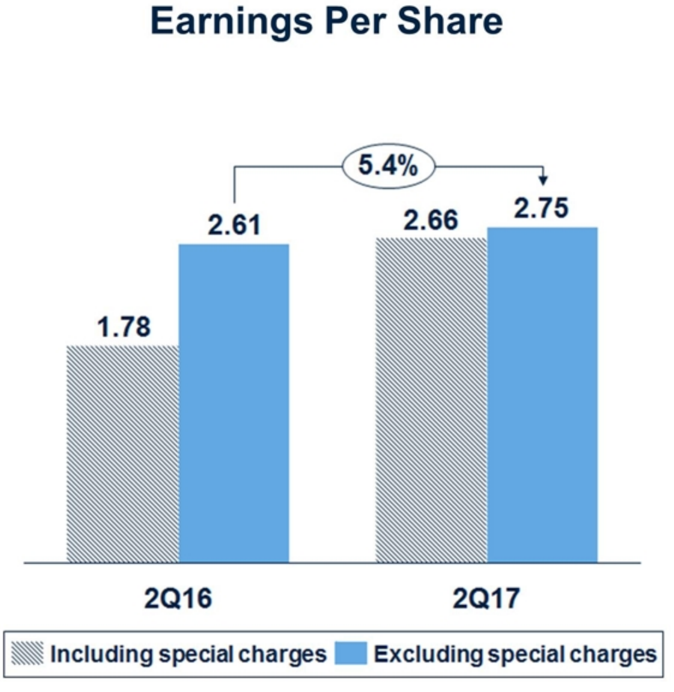
Opening Remarks

Oscar Munoz

Chief Executive Officer

UNITED

EPS including special charges increased 49.4%; 5.4% excluding spe



- Achieved pre-tax margin of 12.7%; 1 excluding special charges
- #1 among our largest competitors in on-time departures and on-time arriv
- Redoubled focus on customer centri involuntary denied boardings down 8
- Investor Day initiatives on-track

Note: For a GAAP to non-GAAP reconciliation, see Appendix A

Operations and Revenue Update

Scott Kirby

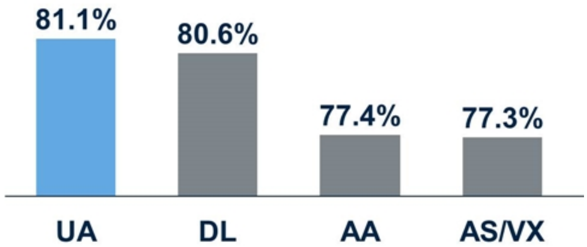
President

UNITED

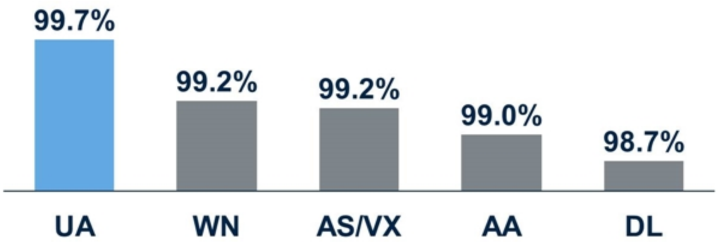
Best second quarter airline operation among major competitors

D:00[1]

A:14[1]



Completion factor[1]



Mishandled bag ratio[2]

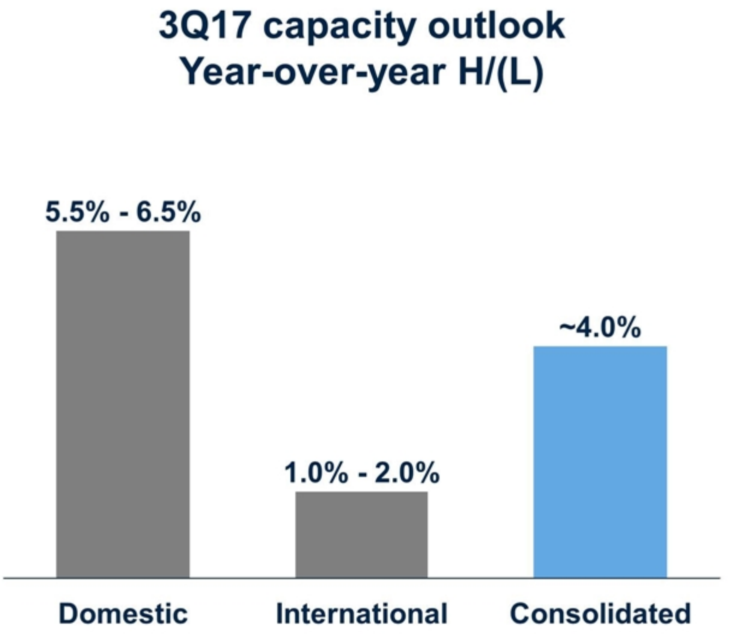
[1] Mainline (all domestic and international flights)
[2] As reported to the Department of Transportation; reflects April and May only

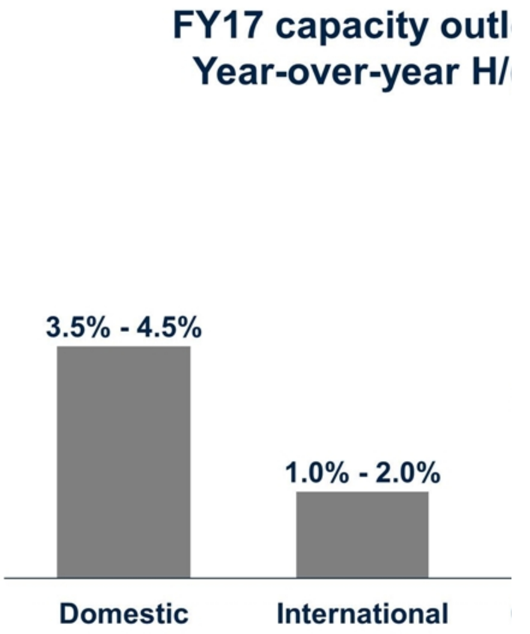
Geographic region overview

	% ASMs[1]	2Q17 YOY PRASM H/(L)	Notes	3(
Domestic	55%	2.4%	Met expectations	I
Atlantic	18%	3.3%	Strong US point-of-sale & front cabin demand	I
Pacific	17%	(5.5%)	China & Hong Kong weakness	S
Latin	10%	7.8%	Brazil & beach markets led recovery	Positi
Consolidated		**2.1%**	**Consistent with 1.0% - 3.0% guide**	**(1**

[1] Based on capacity from 3Q16-2Q17
[2] PRASM as compared to 3Q16

2017 consolidated capacity is still expected to grow 2.5% to 3.5%





Strategic initiatives on track

- Operational reliability continues to set company records
- Basic Economy rolled out to all mainland U.S. domestic markets; we are pleased w
- New summer capacity growth is efficient and performing well
- Rebanking begins in the fall in IAH, with ORD and DEN following in 2018
- Phase I of revenue management system enhancements coming in third quarter

Expect earnings improvement to come from all areas of the busines

Financial Update

Andrew Levy

Executive Vice President and
Chief Financial Officer

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2Q17 GAAP earnings per share, diluted of $2.66

$B	2Q17	2Q16	H/(L)[2]
Total revenue	$10.0	$9.4	6.4%
Fuel expense	$1.7	$1.4	16.1%
Non-fuel expense[1]	$7.0	$7.1	NM
Pre-tax earnings	$1.3	$0.9	36.8%
Net income	$0.8	$0.6	39.1%
Earnings per share, diluted	$2.66	$1.78	49.4%
Weighted average shares, diluted	*308*	*331*	*(6.9%)*
Pre-tax margin	12.7%	9.9%	2.8 pts.

[1] Includes non-fuel operating expense and non-operating expense.
[2] H/(L) percentage calculated off of amounts in millions except per share data. See Appendix A

2Q17 non-GAAP earnings per share, diluted of $2.75

$B	2Q17	2Q16	H/(L)[3]
Total revenue	$10.0	$9.4	6.4%
Fuel expense	$1.7	$1.4	16.1%
Non-fuel expense[1,2]	$7.0	$6.6	6.4%
Pre-tax earnings[2]	$1.3	$1.4	(3.0%)
Net income[2]	$0.8	$0.9	(2.0%)
Earnings per share, diluted[2]	$2.75	$2.61	5.4%
Weighted average shares, diluted	*308*	*331*	*(6.9%)*
Pre-tax margin[2]	13.2%	14.5%	(1.3 pts.)

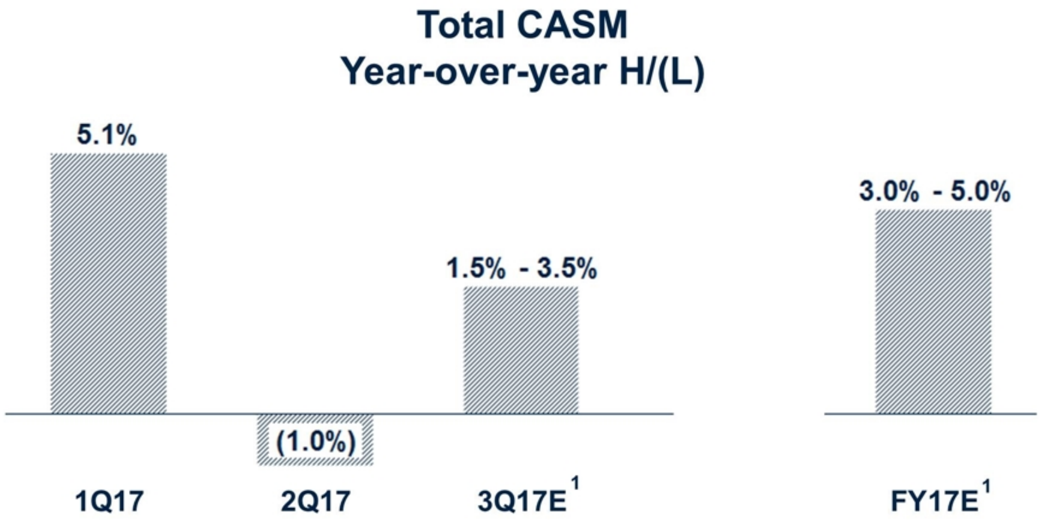
Note: For a GAAP to non-GAAP reconciliation, see Appendix A

[1] Includes non-fuel operating expense and non-operating expense

[2] Excludes special charges

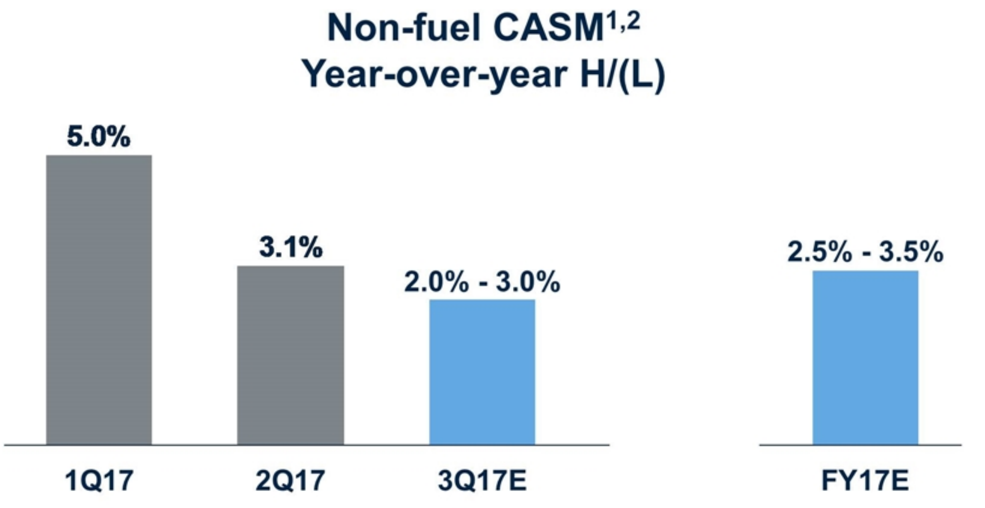
[3] H/(L) percentage calculated off of amounts in millions except per share data. See Appendix A

Total CASM was down 1.0% in the second quarter



[1] While the Company anticipates that it will record special charges throughout the year, at this time the Company is unable to provide an estimate of these charges, as year profit sharing, with reasonable certainty. For a GAAP to non-GAAP reconciliation, see Appendix A

Pace of non-fuel unit cost growth expected to slow in the second half



Full-year non-fuel CASM[1,2] guidance remains unchanged at 2.5% - 3.5

[1] While the Company anticipates that it will record special charges throughout the year, at this time the Company is unable to provide an estimate of these charges, as year profit sharing, with reasonable certainty. For a GAAP to non-GAAP reconciliation, see Appendix A

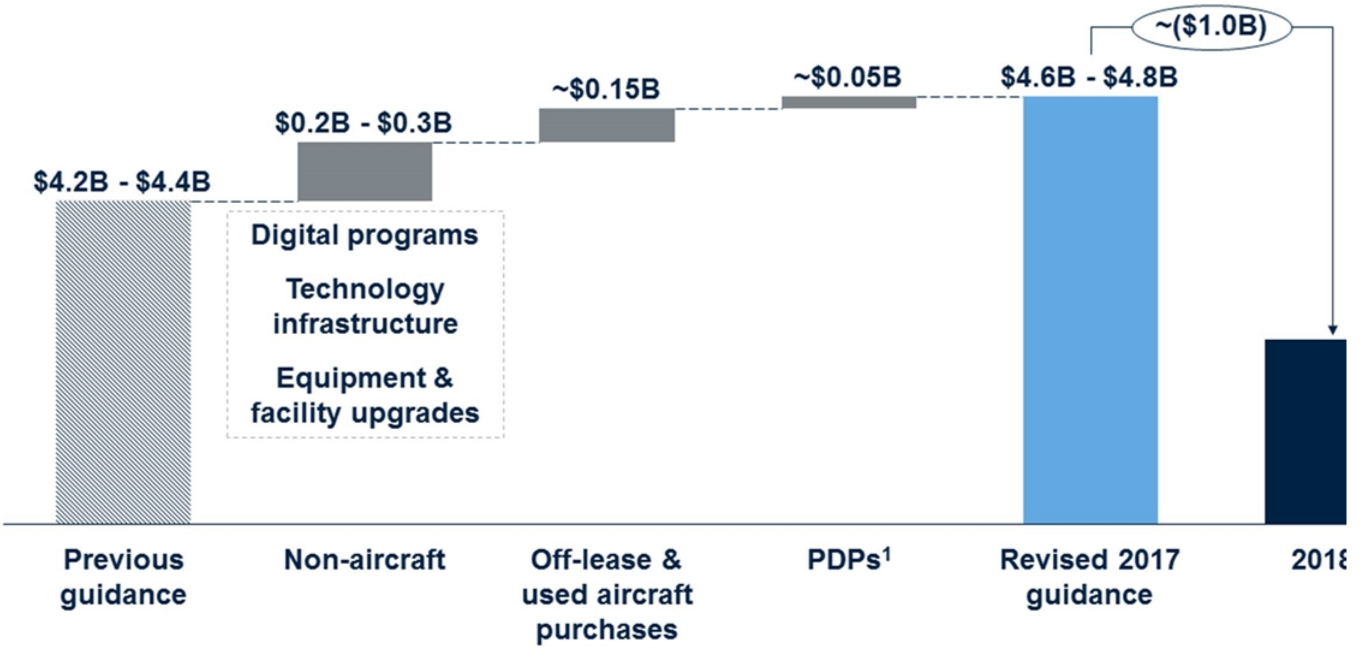
[2] Non-fuel CASM (operating expense per available seat mile) excludes fuel, profit sharing, third-party business expenses and special charges, the nature of which are

Balance sheet and capital allocation update

Ended with $6.6B liquidity, increased by $0.2B during the quarter

Pension	Shareholder Return
• Funded $160M in 2Q • $240M contributed year-to-date • Target to fund $400M in 2017	• 2Q buybacks of $422M ($74/share o • Repurchased 6% of shares outstandi last year ($63/share on average) • $4.9B worth of shares repurchased s inception and $1.1B in authority rema

Increasing 2017 capex guidance to $4.6B - $4.8B



Expect capex to decrease ~$1B in 2018 versus 2017's elevated level

[1] Net change on pre-delivery payments based on change to future delivery schedule

Guidance Summary

	3Q17	FY17
Capacity	~4.0%	2.5% - 3.5%
PRASM	(1.0%) – 1.0%	
CASM ex[1,2]	2.0% - 3.0%	2.5% - 3.5%
Fuel price[3]	$1.56 - $1.61	
Pre-tax margin[1]	12.5% - 14.5%	
Capex[4]	$1.15B - $1.25B	$4.6B - $4.8B

[1] Excludes special charges, the nature and amount of which are not determinable at this time
[2] Excludes fuel, profit sharing, and third-party business expenses.Third-party business revenue associated with third-party business expenses is recorded in other reve
[3] Fuel price including taxes and fees and this price per gallon corresponds to fuel expense as reported in the income statement
[4] Capital expenditures include net purchase deposits and are further adjusted to include assets acquired through the issuance of debt and capital leases and airport co
excluding fully reimbursable capital projects. The Company believes this is useful to investors in order to appropriately reflect the non-reimbursable funds spent on capi

Closing Remarks

Oscar Munoz

Chief Executive Officer

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Question & Answer Session

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Appendix A: reconciliation of GAAP to Non-GAAP financial measures

UAL evaluates its financial performance utilizing various accounting principles generally accepted in the United States of America (GAAP) and Non-GAAP financial measures (loss) before taxes excluding special charges, pre-tax margin excluding special charges, net income (loss) excluding special charges, net earnings (loss) per share excluding CASM, as adjusted, among others. UAL believes that adjusting for special charges is useful to investors because special charges are non-recurring charges not indicative of performance. For additional information related to special charges, see the press release issued by UAL dated July 18, 2017, filed on that date with the SEC as an exhibit to U

(in millions, except pre-tax margin and per share data)	Three Months Ended June 30,	
Income before income taxes excluding special charges	**2017**	**2016**
Income before income taxes	$1,274	$931
Less: special charges and hedge adjustments before income taxes	44	428
Income before income taxes excluding special charges and reflecting hedge adjustments (Non-GAAP)	$1,318	$1,359
Pre-tax margin excluding specials		
Total operating revenue	$10,000	$9,396
Pre-tax margin	12.7%	9.9%
Pre-tax margin excluding special charges and reflecting hedge adjustments (Non-GAAP)	13.2%	14.5%
Net income, excluding special charges		
Net income	$818	$588
Less: special charges and hedge adjustments before income taxes	44	428
Less: tax effect related to special charges and hedge adjustments	(16)	(153)
Net income, excluding special charges and reflecting hedge adjustments (Non-GAAP)	$846	$863
Diluted earnings per share	$2.66	$1.78
Less: special charges and hedge adjustments	0.14	1.29
Less: tax effect related to special charges and hedge adjustments	(0.05)	(0.46)
Diluted earnings per share, excluding special charges and reflecting hedge adjustments (Non-GAAP)	$2.75	$2.61
Weighted average shares, diluted	308	331

Appendix A: reconciliation of GAAP to Non-GAAP financial measures (cor

UAL also presented non-fuel expense excluding special charges. UAL believes that adjusting for special charges is useful to investors because special charges are non-rec indicative of UAL's ongoing performance.

(in millions)	Three Months Ended June 30,	
Non-Fuel Expense	**2017**	**2016**
Total operating expense	$8,601	$8,336
Less: Aircraft fuel	(1,669)	(1,437)
Add: Total nonoperating expense	125	129
Non-fuel expense	7,057	7,028
Less: Special charges	(44)	(428)
Non-Fuel Expense excluding special charges (Non-GAAP)	$7,013	$6,600

Appendix A: reconciliation of GAAP to Non-GAAP financial measures (co

CASM is a common metric used in the airline industry to measure an airline's cost structure and efficiency. UAL reports CASM excluding profit sharing, third-party business special charges. UAL believes that adjusting for special charges is useful to investors because special charges are non-recurring charges not indicative of UAL's ongoing p believes that excluding third-party business expenses, such as maintenance, ground handling and catering services for third parties, fuel sales and non-air mileage redempt meaningful disclosure because these expenses are not directly related to UAL's core business. UAL also believes that excluding fuel costs from certain measures is useful t provides an additional measure of management's performance excluding the effects of a significant cost item over which management has limited influence. UAL excludes p this exclusion allows investors to better understand and analyze our recurring cost performance and provides a more meaningful comparison of our core operating costs to

Year-over-Year (in cents per available seat mile and percentage change) **Non-Fuel CASM Consolidated**	**Three Months Ended June 30, 2017**	**2016**	**% Increase/ (Decrease)**
Cost per available seat mile (CASM)	12.75	12.88	(1.0)
Less: Special charges (a)	0.07	0.67	NM
Less: Third-party business expenses	0.11	0.09	22.2
Less: Fuel expense	2.47	2.22	11.3
CASM, excluding special charges, third-party business expenses and fuel (Non-GAAP)	10.10	9.90	2.0
Less: Profit sharing per available seat mile	0.23	0.33	(30.3)
CASM, excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP)	9.87	9.57	3.1

(a) Excludes special charges, such as the impact of certain primarily non-cash impairment, severance and other similar accounting charges.

Appendix A: reconciliation of GAAP to Non-GAAP financial measures (cor

CASM is a common metric used in the airline industry to measure an airline's cost structure and efficiency. UAL reports CASM excluding special charges, third-party busines profit sharing. UAL believes that adjusting for special charges is useful to investors because special charges are non-recurring charges not indicative of UAL's ongoing perf believes that excluding third-party business expenses, such as maintenance, ground handling and catering services for third parties, fuel sales and non-air mileage redempti meaningful disclosure because these expenses are not directly related to UAL's core business. UAL also believes that excluding fuel costs from certain measures is useful t provides an additional measure of management's performance excluding the effects of a significant cost item over which management has limited influence. UAL excludes p this exclusion allows investors to better understand and analyze our recurring cost performance and provides a more meaningful comparison of our core operating costs to

Consolidated Unit Cost (¢/ASM)	**Estimated 3Q 2017**		
Consolidated CASM Excluding Special Charges (a)	12.27	–	12.52
Less: Profit Sharing Expense	0.23	–	0.28
Consolidated CASM Excluding Profit Sharing & Special Charges	12.04	–	12.24
Less: Third-Party Business Expense	0.09	–	0.10
Consolidated CASM Excluding Profit Sharing, Third-Party Business Expenses & Special Charges	11.95	–	12.14
Less: Fuel Expense (b)	2.39	–	2.49
Consolidated CASM, Excluding Fuel, Profit Sharing, Third-Party Business Expense & Special Charges	9.56	–	9.65

Consolidated Unit Cost (¢/ASM)	**Estimated FY 2017**		
Consolidated CASM Excluding Profit Sharing & Special Charges (a)	12.61	–	12.79
Less: Third-Party Business Expense and Fuel Expense (b)	2.55	–	2.64
Consolidated CASM Excluding Fuel, Profit Sharing, Third-Party Business Expense & Special Charges	10.06	–	10.15

(a) Excludes special charges, the nature of which are not determinable at this time. While the Company anticipates that it will record such special charges throughout the year, at this time the Company is ur estimate of these charges, as well as an estimate of full-year profit sharing, with reasonable certainty.