

**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): September 13, 2019

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

Delaware
(State or other jurisdiction
of incorporation)

001-10323
(Commission
File Number)

74-2099724
(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:

Title of each class	Trading Symbol	Name of each exchange on which registered
None	None	None

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 8.01 Other Events.

On September 13, 2019, United Airlines, Inc. (the “Company”) caused Wilmington Trust, National Association, as pass through trustee for three pass through trusts newly-formed by the Company, to issue and sell Pass Through Certificates, Series 2019-2AA, Pass Through Certificates, Series 2019-2A, and Pass Through Certificates, Series 2019-2B (the “Class AA Certificates”, the “Class A Certificates” and the “Class B Certificates”, respectively, and collectively, the “Certificates”), in the aggregate face amount of \$1,221,245,000.

The offer and sale of the Certificates were registered pursuant to the Securities Act of 1933, as amended, under the Company’s automatic shelf registration statement on Form S-3 (File No. 333-221865) (the “Registration Statement”).

This Current Report on Form 8-K is being filed for the purpose of adding the opinions of Morris James LLP that the Certificates are binding obligations as an exhibit with respect to the Registration Statement. See Item 9.01 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The documents listed as exhibits below are filed as exhibits with reference to the Registration Statement. The Registration Statement and the final Prospectus Supplement relating to the offering of the Class AA Certificates and Class A Certificates and the final Prospectus Supplement relating to the offering of the Class B Certificates, each dated September 3, 2019, to the Prospectus, dated December 1, 2017, relate to the offerings of the Certificates.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Morris James LLP (for the Pass Through Certificates, Series 2019-2AA and Series 2019-2A)
5.2	Opinion of Morris James LLP (for the Pass Through Certificates, Series 2019-2B)
23.1	Consent of Morris James LLP (included in Exhibit 5.1)
23.2	Consent of Morris James LLP (included in Exhibit 5.2)

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 AIRLINES, INC.

Date: September 13, 2019

By: /s/ Jennifer L. Kraft

Name: Jennifer L. Kraft

Title: Vice President, Deputy General Counsel and Corporate Secretary

September 13, 2019

United Airlines, Inc.
233 South Wacker Drive
Chicago, Illinois 60606

RE: United Airlines, Inc. Series 2019-2AA-O and 2019-2A-O Pass Through Certificates

Ladies and Gentlemen:

We have acted as counsel to Wilmington Trust, National Association, a national banking association (in its individual capacity, "Wilmington Trust", and in its capacity as Trustee under each Original Pass Through Trust Agreement referred to below, the "Trustee"), in connection with the transactions contemplated by a Pass Through Trust Agreement, dated as of October 3, 2012, between Wilmington Trust, as Trustee, and United Airlines, Inc. ("United") (the "Basic Agreement"), as supplemented by two Trust Supplements (Nos. 2019-2AA-O and 2019-2A-O), each dated as of the date hereof (each, an "Original Trust Supplement", together with the Basic Agreement, as so supplemented, the "Original Pass Through Trust Agreements"), including the issuance of the pass through certificates pursuant to the Original Pass Through Trust Agreements (the "Certificates"). This opinion is furnished pursuant to your request.

We have examined executed counterparts of the following documents:

- (a) the Original Pass Through Trust Agreements;
- (b) (1) The Registration Statement on Form S-3 (Registration No. 333-221865), filed by United and United Airlines Holdings, Inc. (formerly known as United Continental Holdings, Inc.) under the Securities Act of 1933, as amended, and the rules and regulations thereunder (the "Securities Act"), with the Securities and Exchange Commission on December 1, 2017, including the exhibits thereto and the documents filed by United with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, that are incorporated by reference therein and also including the information (if any) deemed to be part of the registration statement at the time of effectiveness pursuant to Rule 430B under the Securities Act (the "Registration Statement"), (2) the basic prospectus dated December 1 2017, related to pass through certificates included in the Registration Statement, (3) the preliminary

prospectus supplement of United dated September 3, 2019, relating to the Certificates in the form filed pursuant to Rule 424(b) under the Securities Act, including the documents incorporated by reference therein, and (4) the final prospectus supplement of United dated September 3, 2019, relating to the Certificates in the form filed pursuant to Rule 424(b) under the Securities Act, including the documents incorporated by reference therein (the "Final Prospectus Supplement"); and

- (c) the Certificates (with attached "Escrow Receipts", as defined in the Original Pass Through Trust Agreements) issued on the date hereof in definitive form.

We have also examined originals or copies of such other documents and such corporate records, certificates and other statements of governmental officials and corporate officers and other representatives of the corporations or entities referred to herein as we have deemed necessary or appropriate for the purposes of this opinion. Moreover, as to certain facts material to the opinions expressed herein, we have relied upon the representations and warranties contained in the documents referred to in this paragraph.

Based upon the foregoing and upon an examination of such questions of law as we have considered necessary or appropriate, and subject to the assumptions, exceptions and qualifications set forth below, we advise you that, in our opinion Wilmington Trust, solely in its capacity as Trustee, has duly authorized, issued, executed and delivered the Certificates to the holders thereof pursuant to the terms and provisions of the Original Pass Through Trust Agreements; the Certificates are duly authorized, legal, valid and binding obligations of the applicable Trustee, not in its individual capacity but solely as such Trustee, enforceable against the applicable Trustee, not in its individual capacity but solely as such Trustee, in accordance with their terms and the terms of the related Original Pass Through Trust Agreement and are entitled to the benefits of the related Original Pass Through Trust Agreement.

The foregoing opinions are subject to the following assumptions, exceptions and qualifications:

A. We are admitted to practice law in the State of Delaware and do not hold ourselves out as being experts on the law of any other jurisdiction. The foregoing opinions are limited to the laws of the State of Delaware and the federal laws of the United States of America governing the banking and trust powers of Wilmington Trust (except that we express no opinion with respect to (i) federal securities laws, including, without limitation, the Securities Act of 1933, as amended, the Trust Indenture Act of 1939, as amended, and the Investment Company Act of 1940, as amended, or (ii) state securities or blue sky laws).

B. The foregoing opinions regarding enforceability are subject to (i) applicable bankruptcy, insolvency, moratorium, receivership, reorganization, fraudulent conveyance and similar laws relating to or affecting the rights and remedies of creditors generally, or (ii) principles of equity (regardless of whether considered and applied in a proceeding in equity or at law).

C. We have assumed the due authorization, execution and delivery by United of the Basic Agreement and each Original Trust Supplement and that United has the full power, authority and legal right to execute, deliver and perform each such document.

D. We have assumed that all signatures (other than those of Wilmington Trust in its individual capacity, or as Trustee, as the case may be) on documents examined by us are genuine, that all documents submitted to us as originals are authentic, and that all documents submitted to us as copies or specimens conform with the originals, which facts we have not independently verified.

E. We have not participated in the preparation of any offering materials with respect to the Certificates and assume no responsibility for their contents.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and we further consent to the use of our name under the captions "Certain Delaware Taxes" and "Legal Matters" in the Final Prospectus Supplement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Morris James LLP

LCL/pab

September 13, 2019

United Airlines, Inc.
233 South Wacker Drive
Chicago, Illinois 60606

RE: United Airlines, Inc. Series 2019-2B-O Pass Through Certificates

Ladies and Gentlemen:

We have acted as counsel to Wilmington Trust, National Association, a national banking association (in its individual capacity, "Wilmington Trust", and in its capacity as Trustee under the Class B Pass Through Trust Agreement referred to below, the "Trustee"), in connection with the transactions contemplated by a Pass Through Trust Agreement, dated as of October 3, 2012, between Wilmington Trust, as Trustee, and United Airlines, Inc. ("United") (the "Basic Agreement"), as supplemented by a Trust Supplement (No. 2019-2B-O), dated as of the date hereof (the "Original Class B Trust Supplement", together with the Basic Agreement, as so supplemented, the "Class B Pass Through Trust Agreement"), including the issuance of the pass through certificates pursuant to the Class B Pass Through Trust Agreement (the "Class B Certificates"). This opinion is furnished pursuant to your request.

We have examined executed counterparts of the following documents:

- (a) the Class B Pass Through Trust Agreement;
- (b) (1) The Registration Statement on Form S-3 (Registration No. 333-221865), filed by United and United Airlines Holdings, Inc. (formerly known as United Continental Holdings, Inc.) under the Securities Act of 1933, as amended, and the rules and regulations thereunder (the "Securities Act"), with the Securities and Exchange Commission on December 1, 2017, including the exhibits thereto and the documents filed by United with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, that are incorporated by reference therein and also including the information (if any) deemed to be part of the registration statement at the time of effectiveness pursuant to Rule 430B under the Securities Act (the "Registration Statement"), (2) the basic prospectus dated December 1, 2017, related to pass through

certificates included in the Registration Statement, (3) the preliminary prospectus supplement of United dated September 3, 2019, relating to the Class B Certificates in the form filed pursuant to Rule 424(b) under the Securities Act, including the documents incorporated by reference therein, and (4) the final prospectus supplement of United dated September 3, 2019, relating to the Class B Certificates in the form filed pursuant to Rule 424(b) under the Securities Act, including the documents incorporated by reference therein (the "Final Prospectus Supplement"); and

- (c) the Class B Certificates (with attached "Escrow Receipts", as defined in the Class B Pass Through Trust Agreement) issued on the date hereof in definitive form.

We have also examined originals or copies of such other documents and such corporate records, certificates and other statements of governmental officials and corporate officers and other representatives of the corporations or entities referred to herein as we have deemed necessary or appropriate for the purposes of this opinion. Moreover, as to certain facts material to the opinions expressed herein, we have relied upon the representations and warranties contained in the documents referred to in this paragraph.

Based upon the foregoing and upon an examination of such questions of law as we have considered necessary or appropriate, and subject to the assumptions, exceptions and qualifications set forth below, we advise you that, in our opinion Wilmington Trust, solely in its capacity as Trustee, has duly authorized, issued, executed and delivered the Class B Certificates to the holders thereof pursuant to the terms and provisions of the Class B Pass Through Trust Agreement; the Class B Certificates are duly authorized, legal, valid and binding obligations of the Trustee, not in its individual capacity but solely as such Trustee, enforceable against the Trustee, not in its individual capacity but solely as such Trustee, in accordance with their terms and the terms of the Class B Pass Through Trust Agreement and are entitled to the benefits of the Class B Pass Through Trust Agreement.

The foregoing opinions are subject to the following assumptions, exceptions and qualifications:

A. We are admitted to practice law in the State of Delaware and do not hold ourselves out as being experts on the law of any other jurisdiction. The foregoing opinions are limited to the laws of the State of Delaware and the federal laws of the United States of America governing the banking and trust powers of Wilmington Trust (except that we express no opinion with respect to (i) federal securities laws, including, without limitation, the Securities Act of 1933, as amended, the Trust Indenture Act of 1939, as amended, and the Investment Company Act of 1940, as amended, or (ii) state securities or blue sky laws).

B. The foregoing opinions regarding enforceability are subject to (i) applicable bankruptcy, insolvency, moratorium, receivership, reorganization, fraudulent conveyance and similar laws relating to or affecting the rights and remedies of creditors generally, or (ii) principles of equity (regardless of whether considered and applied in a proceeding in equity or at law).

C. We have assumed the due authorization, execution and delivery by United of the Basic Agreement and the Original Class B Trust Supplement and that United has the full power, authority and legal right to execute, deliver and perform each such document.

D. We have assumed that all signatures (other than those of Wilmington Trust in its individual capacity, or as Trustee, as the case may be) on documents examined by us are genuine, that all documents submitted to us as originals are authentic, and that all documents submitted to us as copies or specimens conform with the originals, which facts we have not independently verified.

E. We have not participated in the preparation of any offering materials with respect to the Class B Certificates and assume no responsibility for their contents.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and we further consent to the use of our name under the captions "Certain Delaware Taxes" and "Legal Matters" in the Final Prospectus Supplement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Morris James LLP

LCL/pab