

**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 17, 2019**

**UNITED AIRLINES 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))

| <u>Registrant</u> | <u>Title of each class</u> | <u>Trading Symbol</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------------|---------------------------|--|
| United Airlines Holdings, Inc. | Common Stock, \$0.01 par value | UAL | The Nasdaq Stock Market LLC |
| United Airlines, Inc. | 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 7.01 Regulation FD Disclosure.

On July 17, 2019, Oscar Munoz, Chief Executive Officer, J. Scott Kirby, President, Kate Gebo, Executive Vice President, Human Resources and Labor Relations, Andrew Nocella, Executive Vice President and Chief Commercial Officer, and Gerald Laderman, Executive Vice President and Chief Financial Officer, of United Airlines Holdings, Inc. (UAL), the holding company whose primary subsidiary is United Airlines, Inc. (“United,” and together with UAL, the “Company”), will speak at the Company’s call related to its second quarter 2019 financial results and financial and operational outlook for third quarter and full year 2019. 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.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | United Airlines Holdings, Inc. slide presentation dated July 17, 2019. |

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 AIRLINES HOLDINGS, INC.
UNITED AIRLINES, INC.

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

Date: July 17, 2019

2Q 2019 Earnings Call

July 17, 2019

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Safe Harbor Statement

Certain statements included in this presentation are forward-looking and thus reflect our current expectations and beliefs with respect to certain current and future events and anticipated financial and operating 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,” “estimates,” “forecast,” “guidance,” “outlook,” “goals,” “targets” 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 presentation are based upon information available to us on the date of this presentation. 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 execute our strategic operating plan, including our growth, revenue-generating and cost-control initiatives; 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); risks of doing business globally, including instability and political developments that may impact our operations in certain countries; demand for travel and the impact that global economic and political conditions have on customer travel patterns; our capacity decisions and the capacity decisions of our competitors; competitive pressures on pricing and on demand; changes in aircraft fuel prices; disruptions in our supply of aircraft fuel; our ability to cost-effectively hedge against increases in the price of aircraft fuel, if we decide to do so; the effects of any technology failures or cybersecurity breaches; disruptions to services provided by third-party service providers; potential reputational or other impact from adverse events involving our aircraft or operations, the aircraft or operations of our regional carriers or our code share partners or the aircraft or operations of another airline; our ability to attract and retain customers; the effects of any terrorist attacks, international hostilities or other security events, or the fear of such events; the mandatory grounding of aircraft in our fleet; disruptions to our regional network; the impact of regulatory, investigative and legal proceedings and legal compliance risks; the success of our investments in other airlines, including in other parts of the world; industry consolidation or changes in airline alliances; 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; costs associated with any modification or termination of our aircraft orders; disruptions in the availability of aircraft, parts or support from our suppliers; our ability to maintain satisfactory labor relations and the results of any collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our labor groups; labor costs; an outbreak of a disease that affects travel demand or travel behavior; the impact of any management changes; extended interruptions or disruptions in service at major airports where we operate; U.S. or foreign governmental legislation, regulation and other actions (including Open Skies agreements, environmental regulations and the United Kingdom’s withdrawal from the European Union); the seasonality of the airline industry; weather conditions; the costs and availability of aviation and other insurance; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to comply with the terms of our various financing arrangements; our ability to realize the full value of our intangible assets and long-lived assets; and other risks and uncertainties set forth under Part I, Item 1A, “Risk Factors,” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as well as other risks and uncertainties set forth from time to time in the reports we file with the U.S. Securities and Exchange Commission.

Opening Remarks

Oscar Munoz
Chief Executive Officer

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Diluted earnings per share grew 62% year-over year; 31% on an adjusted basis

Diluted Earnings Per Share



- Reported pre-tax earnings of \$1.4B with a pre-tax margin of 11.9%, up 400bps versus 2Q18
- Reported adjusted pre-tax earnings¹ of \$1.4B with an adjusted pre-tax margin¹ of 12.4%, up 200bps versus 2Q18
- Highest second-quarter pre-tax earnings in company history²

¹ Excludes special charges, the mark-to-market impact of financial instruments and imputed interest on certain finance leases. For a GAAP to non-GAAP reconciliation, see Appendix A.

² Company history defined as post-2010 merger.

Raised mid-point of full-year 2019 adjusted EPS guidance, with a new range of \$10.50 - \$12.00

- Second consecutive quarter of pre-tax margin expansion and third consecutive quarter of adjusted pre-tax margin expansion
- Continued to actively manage costs despite less efficient flying and on track to deliver our full-year adjusted diluted EPS targets for 2019 and 2020



¹ Excludes special charges and the mark-to-market impact of financial instruments, the nature of which are not determinable at this time, and imputed interest on certain finance leases. Accordingly, UAL is not providing earnings guidance on a GAAP basis.

Business Update

Scott Kirby
President

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Executing on financial targets

- Highest second-quarter pre-tax income in the airline's history¹
- Strong results despite operational challenges driven by the MAX grounding and suspension of India flights
- Network strategy running on all cylinders
- Building customer loyalty through investments such as "ConnectionSaver" and improving WiFi
- Increased confidence in meeting or beating our 2020 adjusted EPS target

¹ Airline history defined as post-2010 merger.

Employee Update

Kate Gebo

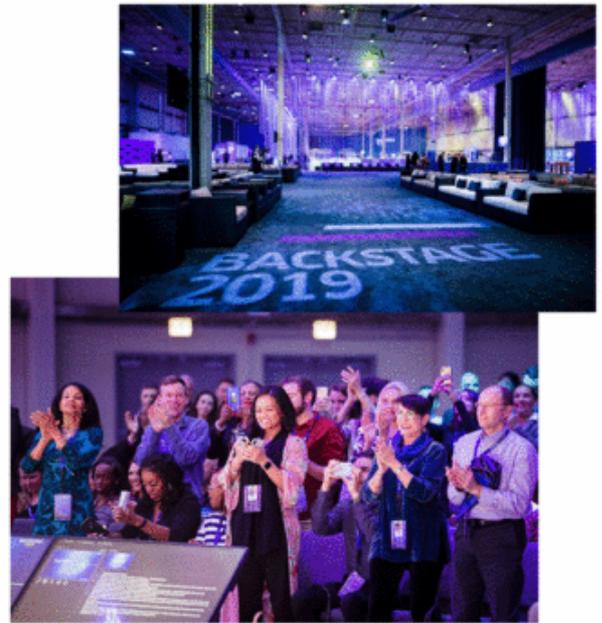
Executive Vice President, Human Resources and Labor Relations

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Investing in our team

- Event for our 25,000 flight attendants
- 34 events, ~800 employees – about 50% complete
- Sharing the “why” behind the decisions we make
- ~10% higher employee engagement rate among flight attendants who have attended the event



Commercial Update

Andrew Nocella

Executive Vice President and Chief Commercial Officer

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Geographic region overview – consolidated 2Q PRASM up 2.5% year-over-year

| | <u>% ASMs¹</u> | <u>2Q19 YOY PRASM H/(L)</u> | <u>Notes</u> |
|-----------------|---------------------------|-----------------------------|--|
| Domestic | 57% | 1.9% | Strong close-in bookings |
| Atlantic | 18% | 0.6% | Impacted by timing of Easter holiday |
| Pacific | 15% | 2.8% | Volatility in China offset by strong demand in Japan |
| Latin | 10% | 9.1% | Solid demand across most of the region |

We expect third-quarter 2019 year-over-year consolidated PRASM to be up 0.5% to 2.5%

¹ Based on full-year 3Q18-2Q19 capacity.

Commercial initiatives expected to drive long-term impact

Segmentation

- Early results of Premium Plus show PRASM gains between 4% and 6% in 2Q
- Expect CRJ-550s to be in service later this year, focused in ORD and EWR

Premium seating

- Started roll-out of our specialized Boeing 767-300s with high premium seat counts from EWR and ORD to LHR

Customer engagement

- Meaningful growth in new fliers in 2019 driven by corporate sales team and loyalty promotions

Financial Update

Gerry Laderman

Executive Vice President and Chief Financial Officer

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Second-quarter 2019 diluted earnings per share up 62% year-over-year

| \$M | 2Q19 | 2Q18 | H/(L) |
|---|----------------|----------------|-------------|
| Total revenue | \$11,402 | \$10,777 | 5.8% |
| Fuel expense | \$2,385 | \$2,390 | (0.2%) |
| Non-fuel expense ¹ | <u>\$7,663</u> | <u>\$7,532</u> | <u>1.7%</u> |
| Pre-tax earnings | \$1,354 | \$855 | 58.4% |
| Net income | \$1,052 | \$683 | 54.0% |
| Diluted earnings per share | \$4.02 | \$2.48 | 62.1% |
| <i>Weighted average shares, diluted</i> | 261.6 | 275.6 | (5.1%) |
| Pre-tax margin | 11.9% | 7.9% | 4.0 pts. |

¹ Includes non-fuel operating expense and non-operating expense.

Second-quarter 2019 adjusted diluted earnings per share up 31% year-over-year

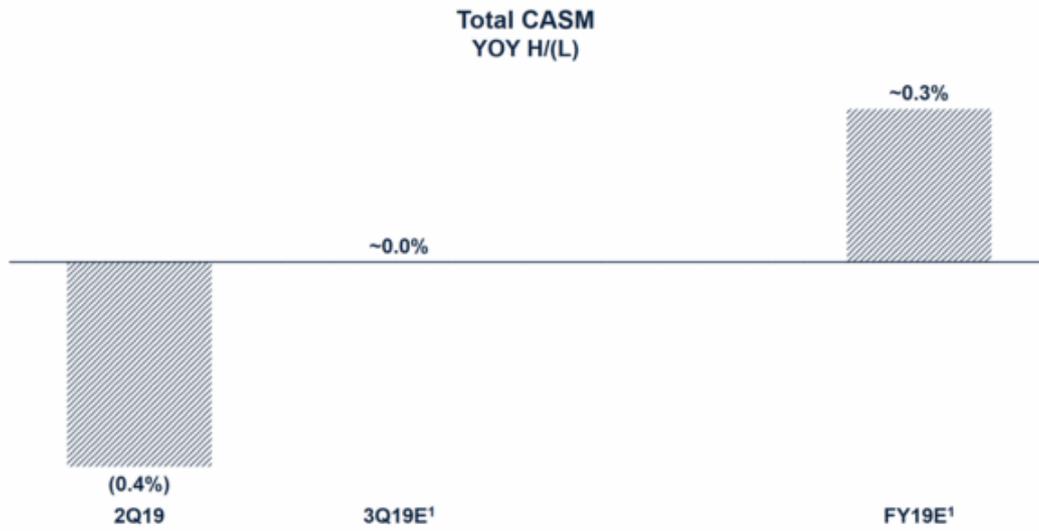
| \$M | 2Q19 | 2Q18 | H/(L) |
|--|----------------|----------------|-------------|
| Total revenue | \$11,402 | \$10,777 | 5.8% |
| Fuel expense | \$2,385 | \$2,390 | (0.2%) |
| Adjusted non-fuel expense ^{1,2} | <u>\$7,601</u> | <u>\$7,268</u> | <u>4.6%</u> |
| Adjusted pre-tax earnings ² | \$1,416 | \$1,119 | 26.5% |
| Adjusted net income ² | \$1,100 | \$888 | 23.9% |
| Adjusted diluted earnings per share ² | \$4.21 | \$3.22 | 30.7% |
| <i>Weighted average shares, diluted</i> | 261.6 | 275.6 | (5.1%) |
| Adjusted pre-tax margin ² | 12.4% | 10.4% | 2.0 pts. |

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

¹ Includes non-fuel operating expense and non-operating expense.

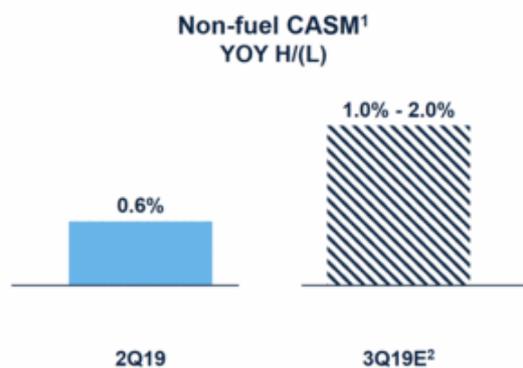
² Excludes special charges, the mark-to-market impact of financial instruments and imputed interest on certain finance leases.

Total CASM decreased 0.4% in second-quarter 2019



¹ Excludes special charges. 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 with reasonable certainty.

Non-fuel CASM increased 0.6% in second-quarter 2019



2019 Expected Cost Headwinds

- Grounding of Boeing 737 MAX aircraft
- Suspension of India flights

2019 Expected Cost Tailwinds

- Optimizing maintenance inventory
- Asset efficiency

Expect full-year 2019 non-fuel CASM¹ to be up 0.5% to 1.0%

¹ Non-fuel CASM (operating expense per available seat mile) excludes fuel, profit sharing, third-party business expenses and special charges. For a GAAP to non-GAAP reconciliation, see Appendix A.

² 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 with reasonable certainty.

Capital allocation and fleet update

Capital Allocation

- Repurchased \$536M worth of shares in the second quarter of 2019
- Board approved new \$3B share repurchase program; \$687M remaining under current repurchase program
- Now expect full-year 2019 adjusted capital expenditures¹ to be ~\$4.9B

Fleet Update

- During the quarter, took deliveries of new aircraft: two Boeing 787-10 and seven E-175 aircraft
- Purchased five mainline and 19 regional aircraft off-lease

¹ Non-cash capital expenditures are not determinable at this time. Accordingly, the Company is not providing capital expenditure guidance on a GAAP basis.

Third-quarter 2019 guidance summary

| | 3Q19 |
|--------------------------------------|-----------------|
| Capacity | 2.0% - 3.0% |
| PRASM | 0.5% - 2.5% |
| CASMex ¹ | 1.0% - 2.0% |
| Fuel price ² | \$2.12 - \$2.22 |
| Adjusted pre-tax margin ³ | 10% - 12% |

¹ Non-fuel CASM (operating expense per available seat mile) excludes fuel, profit sharing, third-party business expenses and special charges. 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 with reasonable certainty. For a GAAP to non-GAAP reconciliation, see Appendix A.

² Fuel price including taxes and fees. This price per gallon corresponds to fuel expense as reported in the Statements of Consolidated Operations.

³ Excludes special charges and the mark-to-market impact of financial instruments, the nature of which are not determinable at this time, and imputed interest on certain finance leases. Accordingly, UAL is not providing earnings guidance on a GAAP basis.

Full-year 2019 guidance summary

| | FY19 January Guidance | FY19 April Guidance | FY19 Update |
|-----------------------------------|-----------------------|---------------------|-------------------|
| Capacity | 4.0% - 6.0% | 4.0% - 5.0% | 3.0% - 4.0% |
| CASMex ¹ | Flat to better | ~Flat | 0.5% - 1.0% |
| Adjusted diluted EPS ² | \$10.00 - \$12.00 | \$10.00 - \$12.00 | \$10.50 - \$12.00 |
| Adjusted capex ³ (\$B) | ~\$4.7 | ~\$4.7 | ~\$4.9 |

¹ Non-fuel CASM (operating expense per available seat mile) excludes fuel, profit sharing, third-party business expenses and special charges. 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 with reasonable certainty. For a GAAP to non-GAAP reconciliation, see Appendix A.

² Excludes special charges and the mark-to-market impact of financial instruments, the nature of which are not determinable at this time, and imputed interest on certain finance leases. Accordingly, UAL is not providing earnings guidance on a GAAP basis.

³ Non-cash capital expenditures are not determinable at this time. Accordingly, the Company is not providing capital expenditure guidance on a GAAP basis.

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, including adjusted pre-tax income (loss), adjusted pre-tax margin, adjusted diluted earnings (loss) per share, adjusted non-fuel expense, adjusted net income (loss) and CASM, excluding special charges, third-party business expenses, fuel, and profit sharing, among others. UAL believes that adjusting for special charges is useful to investors because special charges are not indicative of UAL's ongoing performance. UAL believes that adjusting for MTM gains and losses on financial instruments is useful to investors because those unrealized gains or losses may not ultimately be realized on a cash basis. UAL believes that adjusting for interest expense related to finance leases of Embraer ERJ 145 aircraft is useful to investors because of the accelerated recognition of interest expense. For additional information related to special charges, see the press release issued by UAL, dated July 16, 2019, and filed on that date with the U.S. Securities and Exchange Commission as an exhibit to UAL's Form 8-K. Reconciliations of reported non-GAAP financial measures to the most directly comparable GAAP financial measures are included below.

| (in millions, except pre-tax margin and diluted earnings per share) | Three Months Ended | |
|---|--------------------|----------|
| | June 30, | |
| | 2019 | 2018 |
| Adjusted Pre-tax Income | | |
| Pre-tax income (GAAP) | \$1,354 | \$855 |
| Adjusted to exclude: | | |
| Special charges | 71 | 129 |
| MTM (gains) losses on financial instruments | (34) | 135 |
| Interest expense on ERJ 145 finance leases | 25 | - |
| Adjusted pre-tax income (Non-GAAP) | \$1,416 | \$1,119 |
| Adjusted Pre-tax Margin | | |
| Total operating revenue | \$11,402 | \$10,777 |
| Pre-tax margin (GAAP) | 11.9% | 7.9% |
| Adjusted pre-tax margin (Non-GAAP) | 12.4% | 10.4% |
| Adjusted Diluted Earnings Per Share | | |
| Diluted earnings per share (GAAP) | \$4.02 | \$2.48 |
| Adjusted to exclude: | | |
| Special charges | 0.27 | 0.47 |
| MTM (gains) losses on financial instruments | (0.13) | 0.49 |
| Interest expense on ERJ 145 finance leases | 0.10 | - |
| Income tax benefit related to adjustments | (0.05) | (0.22) |
| Adjusted diluted earnings per share (Non-GAAP) | \$4.21 | \$3.22 |
| Weighted average shares, diluted | 261.6 | 275.6 |

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

| (in millions) | Three Months Ended | |
|---|--------------------|-------------|
| | June 30, | |
| Adjusted Non-Fuel Expense | 2019 | 2018 |
| Operating expenses (GAAP) | \$9,930 | \$9,632 |
| Less: Aircraft fuel | (2,385) | (2,390) |
| Add: Total nonoperating expense | 118 | 290 |
| Non-fuel expense | 7,663 | 7,532 |
| Adjusted to exclude: | | |
| Special charges | 71 | 129 |
| MTM (gains) losses on financial instruments | (34) | 135 |
| Interest expense on ERJ 145 finance leases | 25 | - |
| Adjusted non-fuel expense (Non-GAAP) | \$7,601 | \$7,268 |
| Adjusted Net Income | | |
| Net Income (GAAP) | \$1,052 | \$683 |
| Adjusted to exclude: | | |
| Special charges | 71 | 129 |
| MTM (gains) losses on financial instruments | (34) | 135 |
| Interest expense on ERJ 145 finance leases | 25 | - |
| Income tax benefit related to adjustments | (14) | (59) |
| Adjusted Net Income (Non-GAAP) | \$1,100 | \$888 |

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

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 business expenses, fuel and profit sharing. UAL believes that adjusting for special charges is useful to investors because special charges are 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 and fuel sales, provides more 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 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 excludes profit sharing because 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 the airline industry.

(¢/ASM, except percentage change)

Consolidated CASM excluding special charges, third-party business expenses, fuel and profit sharing

Cost per available seat mile (CASM) (GAAP)

Special charges (a)

Third-party business expenses

Fuel expense

Profit sharing, including payroll taxes

CASM, excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP)

Consolidated CASM excluding special charges, third-party business expenses, fuel and profit sharing

Consolidated CASM excluding special charges (b) (Non-GAAP)

Third-party business expenses

Fuel expense (c)

Profit sharing

Consolidated CASM excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP)

Consolidated CASM excluding special charges and profit sharing (b) (d) (Non-GAAP)

Third-party business expenses

Fuel expense (c)

Consolidated CASM excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP)

| | Three Months Ended | | % Increase/ (Decrease) | |
|---|--------------------------|-------|---------------------------|----------------|
| | June 30, | | | |
| | 2019 | 2018 | | |
| Cost per available seat mile (CASM) (GAAP) | 13.56 | 13.62 | (0.4) | |
| Special charges (a) | 0.10 | 0.18 | NM | |
| Third-party business expenses | 0.05 | 0.04 | 25.0 | |
| Fuel expense | 3.26 | 3.38 | (3.6) | |
| Profit sharing, including payroll taxes | 0.22 | 0.15 | 46.7 | |
| CASM, excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP) | 9.93 | 9.87 | 0.6 | |
| | Estimated 3Q 2019 | | | 3Q 2018 |
| Consolidated CASM excluding special charges (b) (Non-GAAP) | 13.14 | - | 13.47 | 13.30 |
| Third-party business expenses | 0.05 | - | 0.06 | 0.04 |
| Fuel expense (c) | 3.22 | - | 3.39 | 3.49 |
| Profit sharing | 0.17 | - | 0.22 | 0.17 |
| Consolidated CASM excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP) | 9.70 | - | 9.80 | 9.60 |
| | Estimated FY 2019 | | | FY 2018 |
| Consolidated CASM excluding special charges and profit sharing (b) (d) (Non-GAAP) | 13.41 | - | 13.68 | 13.53 |
| Third-party business expenses | 0.05 | - | 0.07 | 0.04 |
| Fuel expense (c) | 3.20 | - | 3.40 | 3.38 |
| Consolidated CASM excluding special charges, third-party business expenses, fuel, and profit sharing (Non-GAAP) | 10.16 | - | 10.21 | 10.11 |

(a) Special charges include the impact of certain primarily non-cash impairment, severance and other similar accounting charges.

(b) Excludes special charges. While the Company anticipates that it will record such special charges throughout the year in 2019, at this time the Company is unable to provide an estimate of these charges with reasonable certainty.

(c) Both the cost and availability of fuel are subject to many economic and political factors and are therefore beyond the Company's control.

(d) At this time the Company is unable to provide an estimate of full-year profit sharing with reasonable certainty.