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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 10, 2014**

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**UNITED CONTINENTAL HOLDINGS, INC.  
UNITED AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

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**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)

**(827) 825-4000**  
**(827) 825-4000**

**Registrant's telephone number, including area code**

(Former name or former address, if changed since last report.)

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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 7.01 Regulation FD Disclosure**

John D. Rainey, Executive Vice President and Chief Financial Officer, and James Compton, Vice Chairman and Chief Revenue Officer, of United Continental Holdings, Inc., the holding company whose primary subsidiary is United Airlines, Inc., will speak at the 2014 J.P. Morgan Aviation, Transportation and Industrials Conference on March 10, 2014. 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, 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. slide presentation delivered on March 10, 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/ Brett J. Hart  
Name: Brett J. Hart  
Title: Executive Vice President, General Counsel and  
Secretary

Date: March 10, 2014

**EXHIBIT INDEX**

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**Jim Compton**  
**Vice Chairman & Chief Revenue Officer**

**John Rainey**  
**EVP & Chief Financial Officer**



# Safe Harbor Statement

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; 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; the costs associated with security measures and practices; 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.

# Committed to running a great airline and improving returns

Deliver reliability

On Time

On Time

On Time

On Time

On Time

On Time



# Operational investments have paid off



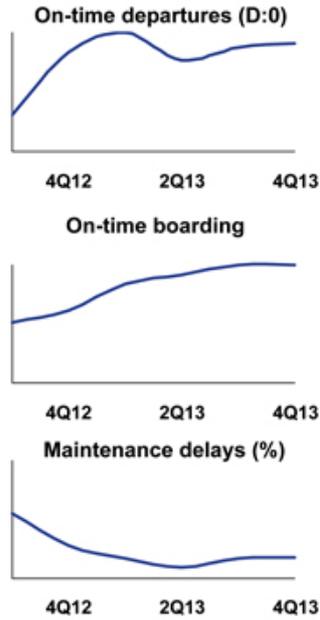
Implemented new arrival and departure procedures to reduce aircraft turn times



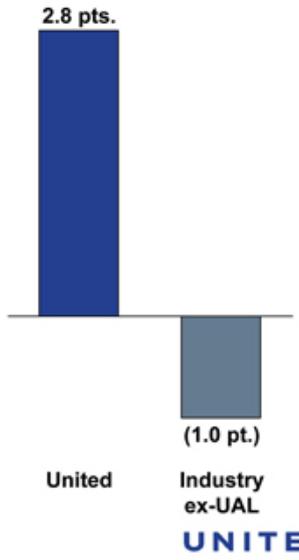
Enhanced boarding process and new agent interface to improve speed and experience



Implemented programs to improve fleet reliability

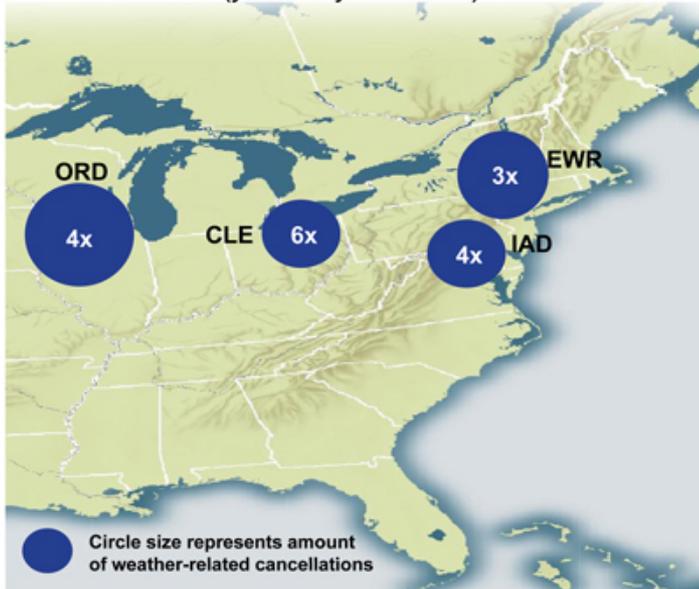


## YOY mainline on-time arrival improvement (2013)



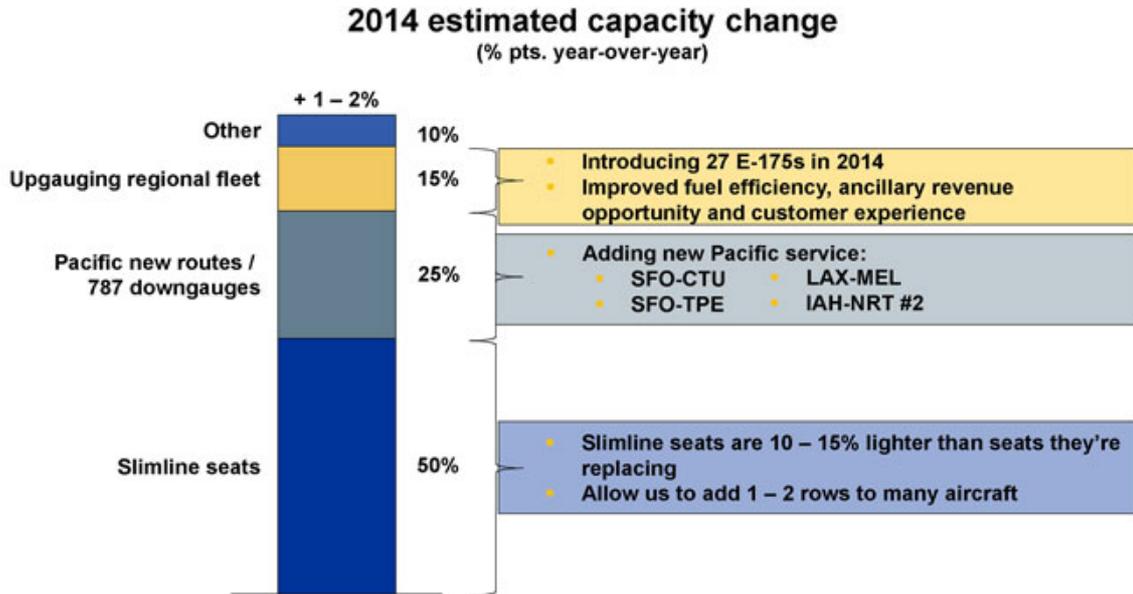
# Historically severe weather caused significant cancellations

January-February 2014 weather-related cancellations  
(year-over-year increase)



- More than 28,000 cancellations in Jan-Feb 2014, including 23,000 related to weather
- Nearly 90% of these cancellations were regional flights
- Three separate groups of storms and severe cold impacted multiple hubs over 7+ days

# Efficient capacity growth in 2014



# Taking action to improve our unit revenue

## Improve value of network



- Leveraging benefits of new aircraft
- Optimizing 747 deployment after improving reliability
- De-hubbing Cleveland

## Invest in revenue management tools



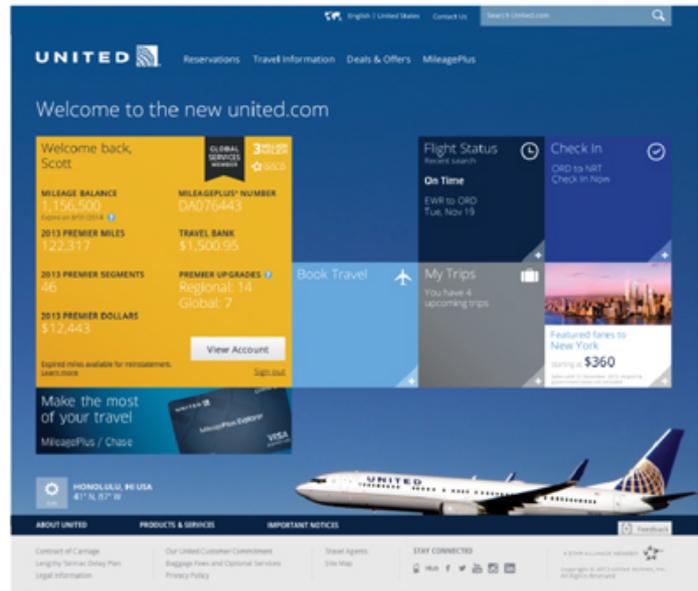
- Made phased recalibrations to demand forecast
- Jan-Feb 2014 domestic travel:
  - Tickets issued 21+ days: down 3%
  - Tickets issued within 20 days: up 11%

## Grow high quality corporate partnerships



- Reduced number of non-compliant corporate contracts by 25% in 4Q 2013 vs. 3Q 2013
- Generating corporate loyalty at the traveler level

# Strengthening our powerful digital tools



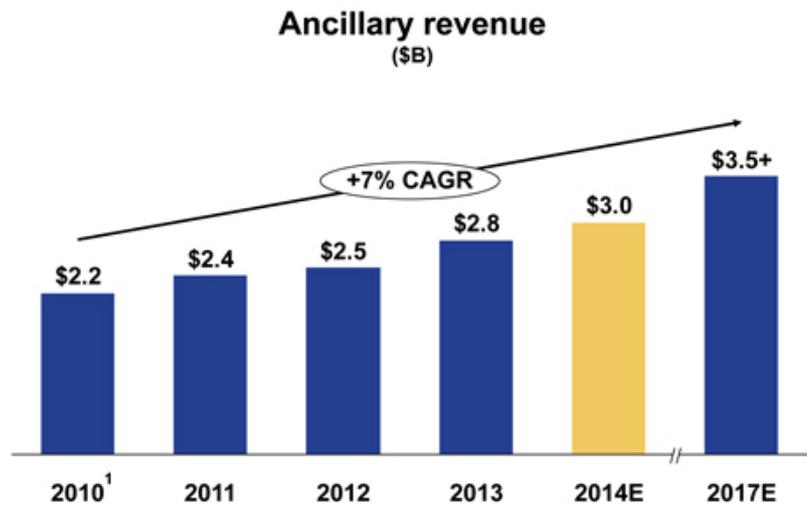
# Expect to make meaningful progress in 2014 toward \$3.5B ancillary revenue goal

Comprehensive and relevant portfolio

Dynamic pricing capabilities

Powerful and nimble technology platforms

Expand availability through other channels



1: 2010 results are pro-forma

# Expect to achieve \$2 billion in annual cost savings by 2017



**Fuel consumption  
~\$1B**

**Efficiency benefit from new aircraft, engineering upgrades and efficient operating processes**



**Maintenance  
~\$100M**

**Realign work with our strengths and implement lean practices**



**Productivity  
~\$500M**

**Reduce overtime, improve efficiency and deploy self-service technology**



**Sourcing  
~\$150M**

**Reduce sourcing costs through total cost of ownership**

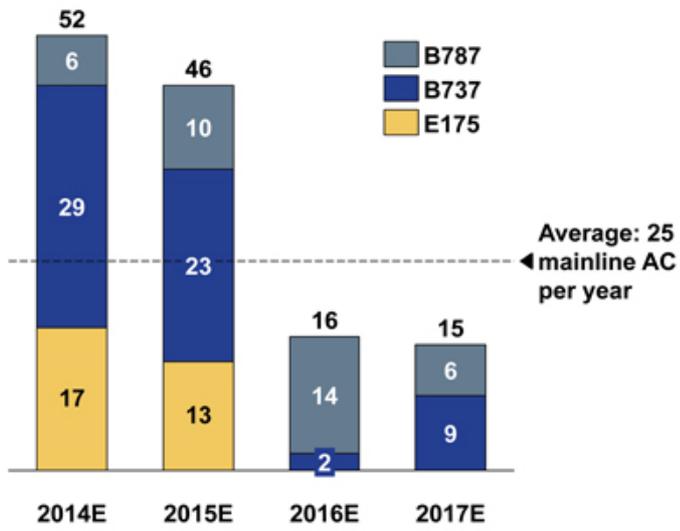


**Distribution  
~\$100M**

**Shift traffic mix towards optimal distribution channels**

# Fuel efficiency to drive \$1 billion in annual savings by 2017

## Firm aircraft deliveries



# Improving efficiency and quality throughout the business

## SFO Maintenance Base transformation

### Work increasing:

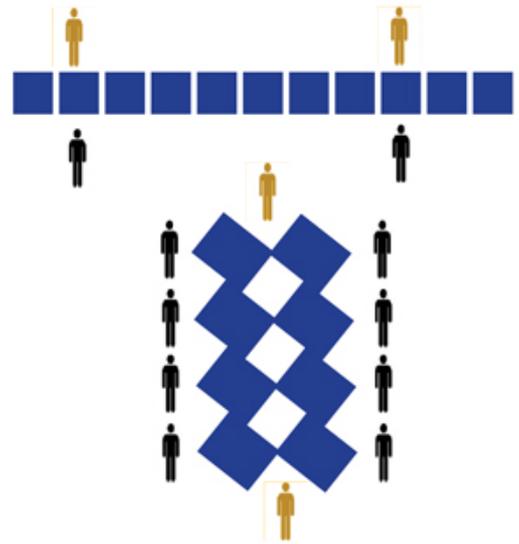
- Airbus heavy checks
- Composites
- Engines
- Landing gear

### Work decreasing:

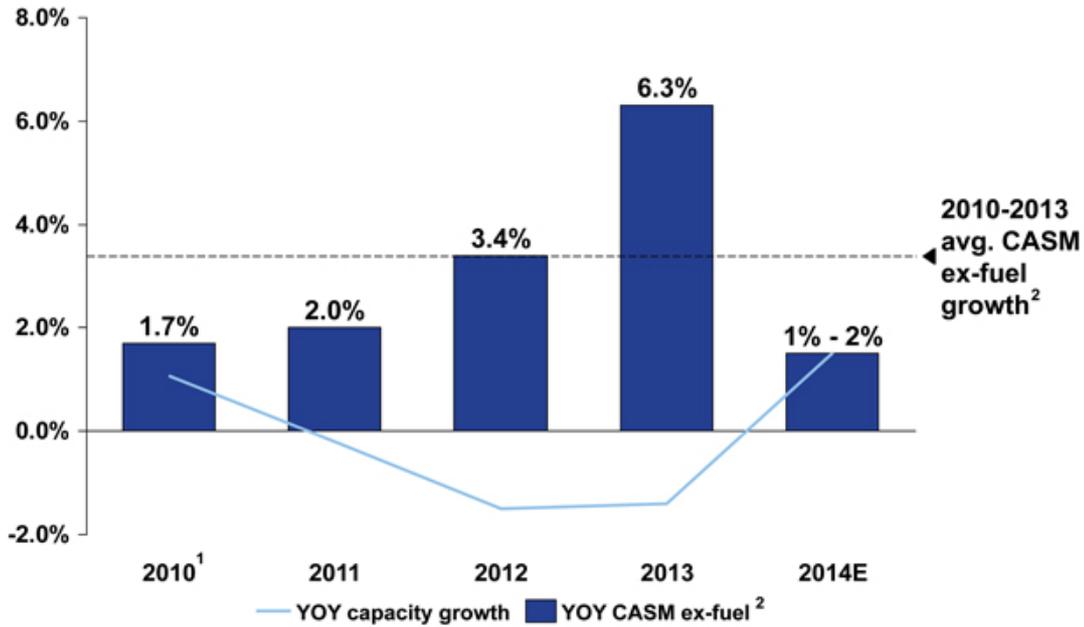
- 777 heavy checks
- APUs
- Wheels/tires



## EWR airport lobby redesign



# Expect 2014 CASM ex-fuel to grow between 1 and 2% YOY



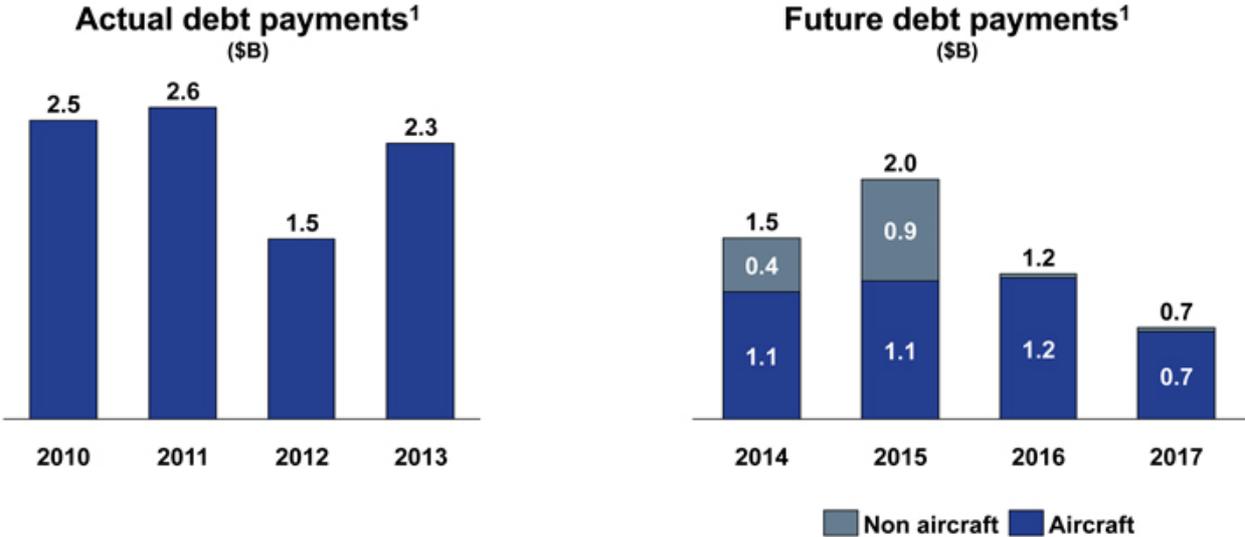
1: 2010 data is pro forma

2: CASM ex-fuel numbers also exclude profit sharing, third party business expense and special charges

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Expect 2015 – 2017 non-fuel unit costs to grow less than inflation

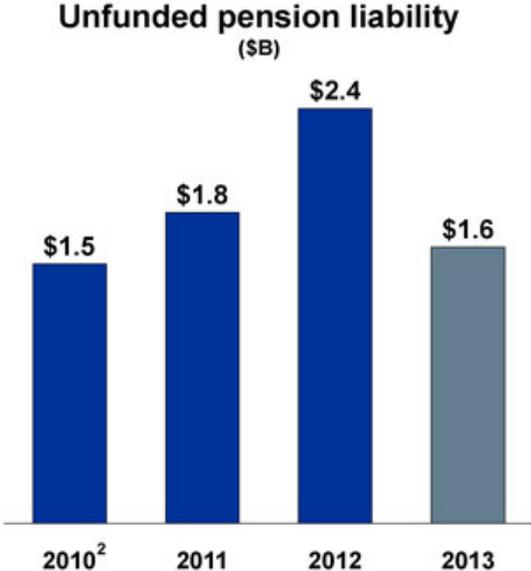
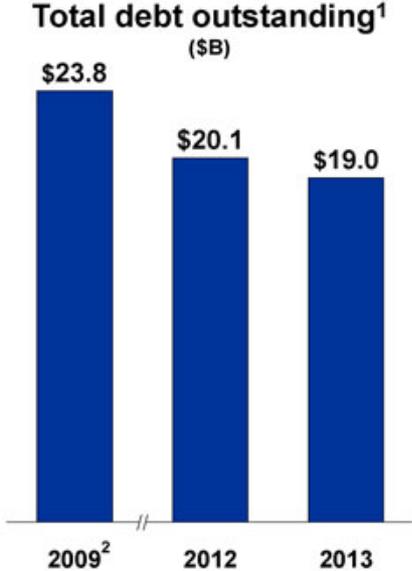
# Made \$9B of debt payments since 2009; upcoming scheduled debt payments manageable



Notes:  
 - Convertible notes with maturity or put/call date through 2017 not shown as payments, assumed to be settled in stock  
 1 - Includes capital lease payments; scheduled payments include all commitments for which company has secured financing



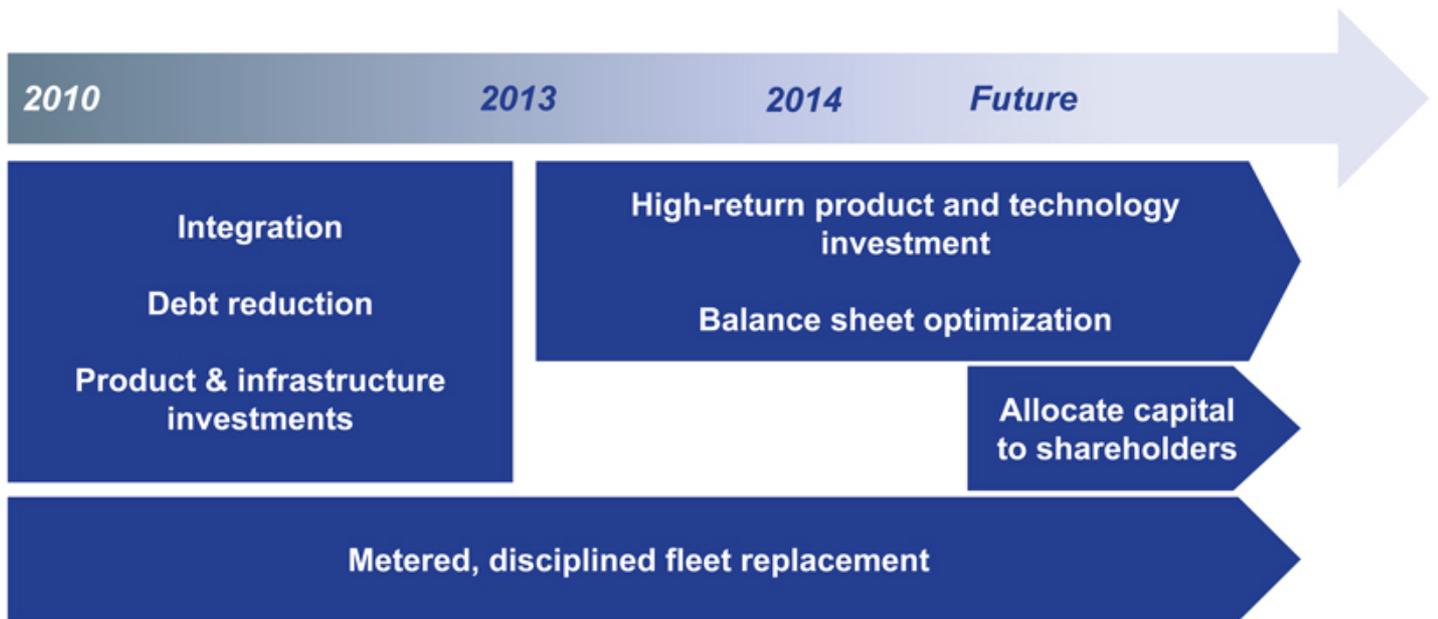
# Improving balance sheet



1: Includes aircraft rent capitalized at 7x

2: 2009 and 2010 data is pro forma

## Our cash flow allocation continues to evolve



## Improving long-term shareholder value

Generate ROIC greater than 10%

Increase earnings by 2-4x

Improve capital structure

Balance free cash flow allocation

