
**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): June 7, 2017

**UNITED CONTINENTAL 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))

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 June 7, 2017, United Airlines, Inc., a wholly owned subsidiary of United Continental Holdings, Inc., issued a press release reporting its May 2017 operational results. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

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.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1* | Press Release issued by United Airlines, Inc. dated June 7, 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: June 7, 2017

EXHIBIT INDEX

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|---------------------------|--|
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* Furnished herewith electronically.

News Release

United Airlines
Worldwide Media Relations
872.825.8640
media.relations@united.com



**United Reports May 2017
Operational Performance**

CHICAGO, June 7, 2017 – United Airlines (UAL) today reported May 2017 operational results.

UAL's May 2017 consolidated traffic (revenue passenger miles) increased 2.6 percent and consolidated capacity (available seat miles) increased 3.7 percent versus May 2016. UAL's May 2017 consolidated load factor decreased 0.9 points compared to May 2016.

Scott Kirby, president of United Airlines said, "At United, we are running a great airline across the board. This starts with taking off on time, and in May, we were the top performer in the industry for on-time departures for the second month in a row. We are also proud of our number one finish in April baggage performance. Additionally, we're seeing initial progress following our customer-focused policy changes, with involuntary denied boardings down 79 percent year-over-year in May. We will continue to build on this momentum as we head into the busy summer travel season."

The company continues to expect second-quarter 2017 consolidated passenger unit revenue to be up 1.0 to 3.0 percent compared to the second quarter of 2016. However, the Pacific region is experiencing incremental weakness due to unfavorable supply and demand dynamics in China and Hong Kong.

About United

United Airlines and United Express operate approximately 4,500 flights a day to 337 airports across five continents. In 2016, United and United Express operated more than 1.6 million flights carrying more than 143 million customers. United is proud to have the world's most comprehensive route network, including U.S. mainland hubs in Chicago, Denver, Houston, Los Angeles, New York/Newark, San Francisco and Washington, D.C. United operates 743 mainline aircraft and the airline's United Express partners operate 478 regional aircraft. The airline is a founding member of Star Alliance, which provides service to 190 countries via 28 member airlines. For more information, visit united.com, follow @United on Twitter or connect on Facebook. The common stock of United's parent, United Continental Holdings, Inc., is traded on the NYSE under the symbol "UAL".

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Preliminary Operational Results

| | 2017 | May 2016 | Change | 2017 | Year-to-Date 2016 | Change |
|---|-------------------|-------------------|------------------|--------------------|----------------------|------------------|
| REVENUE PASSENGER MILES (000) | | | | | | |
| Domestic | 10,711,519 | 10,262,707 | 4.4% | 47,851,280 | 45,749,839 | 4.6% |
| Mainline | 8,849,499 | 8,244,800 | 7.3% | 38,939,961 | 36,362,735 | 7.1% |
| Regional | 1,862,020 | 2,017,907 | (7.7%) | 8,911,319 | 9,387,104 | (5.1%) |
| International | 7,789,692 | 7,770,529 | 0.2% | 35,827,201 | 35,226,160 | 1.7% |
| Atlantic | 3,296,343 | 3,290,935 | 0.2% | 12,469,618 | 12,539,249 | (0.6%) |
| Pacific | 2,841,816 | 2,857,054 | (0.5%) | 13,743,272 | 13,315,055 | 3.2% |
| Latin | 1,651,533 | 1,622,540 | 1.8% | 9,614,311 | 9,371,856 | 2.6% |
| Mainline | 1,583,008 | 1,548,079 | 2.3% | 9,244,941 | 8,999,607 | 2.7% |
| Regional | 68,525 | 74,461 | (8.0%) | 369,370 | 372,249 | (0.8%) |
| Consolidated | 18,501,211 | 18,033,236 | 2.6% | 83,678,481 | 80,975,999 | 3.3% |
| AVAILABLE SEAT MILES (000) | | | | | | |
| Domestic | 12,453,324 | 11,891,294 | 4.7% | 56,522,311 | 54,517,212 | 3.7% |
| Mainline | 10,201,973 | 9,539,334 | 6.9% | 45,647,192 | 43,153,491 | 5.8% |
| Regional | 2,251,351 | 2,351,960 | (4.3%) | 10,875,119 | 11,363,721 | (4.3%) |
| International | 10,208,823 | 9,967,090 | 2.4% | 47,087,822 | 45,941,081 | 2.5% |
| Atlantic | 4,540,690 | 4,539,260 | 0.0% | 17,571,370 | 17,837,496 | (1.5%) |
| Pacific | 3,641,810 | 3,468,244 | 5.0% | 17,749,231 | 16,611,796 | 6.8% |
| Latin | 2,026,323 | 1,959,586 | 3.4% | 11,767,221 | 11,491,789 | 2.4% |
| Mainline | 1,927,894 | 1,851,851 | 4.1% | 11,227,772 | 10,939,338 | 2.6% |
| Regional | 98,429 | 107,735 | (8.6%) | 539,449 | 552,451 | (2.4%) |
| Consolidated | 22,662,147 | 21,858,384 | 3.7% | 103,610,133 | 100,458,293 | 3.1% |
| PASSENGER LOAD FACTOR | | | | | | |
| Domestic | 86.0% | 86.3% | (0.3) pts | 84.7% | 83.9% | 0.8 pts |
| Mainline | 86.7% | 86.4% | 0.3 pts | 85.3% | 84.3% | 1.0 pt |
| Regional | 82.7% | 85.8% | (3.1) pts | 81.9% | 82.6% | (0.7) pts |
| International | 76.3% | 78.0% | (1.7) pts | 76.1% | 76.7% | (0.6) pts |
| Atlantic | 72.6% | 72.5% | 0.1 pts | 71.0% | 70.3% | 0.7 pts |
| Pacific | 78.0% | 82.4% | (4.4) pts | 77.4% | 80.2% | (2.8) pts |
| Latin | 81.5% | 82.8% | (1.3) pts | 81.7% | 81.6% | 0.1 pts |
| Mainline | 82.1% | 83.6% | (1.5) pts | 82.3% | 82.3% | 0.0 pts |
| Regional | 69.6% | 69.1% | 0.5 pts | 68.5% | 67.4% | 1.1 pts |
| Consolidated | 81.6% | 82.5% | (0.9) pts | 80.8% | 80.6% | 0.2 pts |
| ONBOARD PASSENGERS (000) | | | | | | |
| Mainline | 9,217 | 8,581 | 7.4% | 41,822 | 38,713 | 8.0% |
| Regional | 3,390 | 3,638 | (6.8%) | 15,967 | 16,822 | (5.1%) |
| Consolidated | 12,607 | 12,219 | 3.2% | 57,789 | 55,535 | 4.1% |
| CARGO REVENUE TON MILES (000) | | | | | | |
| Total | 281,914 | 227,817 | 23.7% | 1,295,758 | 1,072,190 | 20.9% |
| OPERATIONAL PERFORMANCE | | | | | | |
| Mainline Departure Performance¹ | 70.3% | 67.1% | 3.2 pts | | | |
| Mainline Completion Factor | 99.8% | 99.4% | 0.4 pts | | | |

¹ Based on mainline scheduled flights departing by or before scheduled departure time

Note: See Part II, Item 6 Selected Financial Data of the company's Annual Report on Form 10-K for the year ended December 31, 2016 for the definition of these statistics

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Safe Harbor Statement

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this investor update 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,” “forecast,” “guidance,” “outlook,” “goals” 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 investor update are based upon information available to us on the date of this investor update. 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 and revenue-generating initiatives, including optimizing our revenue; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; costs associated with any modification or termination of our aircraft orders; our ability to utilize our net operating losses; our ability to attract and retain customers; potential reputational or other impact from adverse events in our operations; 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 and political 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 if we decide to do so; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; economic and political instability and other risks of doing business globally; 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 effects of any technology failures or cybersecurity breaches; disruptions to our regional network; the costs and availability of aviation and other insurance; industry consolidation or changes in airline alliances; the success of our investments in airlines in other parts of the world; 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); the impact of regulatory, investigative and legal proceedings and legal compliance risks; the impact of any management changes; labor costs; 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; weather conditions; 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, 2016, 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.

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