
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Archer Aviation Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

03945R102

(CUSIP Number)

December 31, 2021

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages

Page 1 of 8 Pages

Exhibit Description: Page 7

1	NAMES OF REPORTING PERSONS United Airlines Holdings, Inc. 36-2675207	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,047,119 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,047,119 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,047,119 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO, HC	

(1) See Item 4 below.

(2) The percentage ownership interest is based on 157,268,036 shares of Class A Common Stock of the issuer outstanding as of November 8, 2021, as reported on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 12, 2021.

1	NAMES OF REPORTING PERSONS United Airlines, Inc. 74-2099724	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,047,119 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,047,119 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,047,119 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO, HC	

(1) See Item 4 below.

(2) The percentage ownership interest is based on 157,268,036 shares of Class A Common Stock of the issuer outstanding as of November 8, 2021, as reported on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 12, 2021.

1	NAMES OF REPORTING PERSONS United Airlines Ventures, Ltd. 98-1608343	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,047,119 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,047,119 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,047,119 (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) See Item 4 below.

(2) The percentage ownership interest is based on 157,268,036 shares of Class A Common Stock of the issuer outstanding as of November 8, 2021, as reported on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 12, 2021.

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by United Airlines, Inc. (“United”) with respect to the Class A Common Stock of the Issuer on September 27, 2021 (the “Schedule 13G”).

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

Item 1(a). Name of issuer:

Archer Aviation Inc.

Item 1(b). Address of issuer’s principal executive offices:

1880 Embarcadero Rd.,
Palo Alto, CA, 10022

Item 2(a). Names of persons filing:

This statement on Schedule 13G is being jointly filed by: (i) United Airlines Holdings, Inc. (“UAL”), (ii) United Airlines, Inc. (“United”), and (iii) United Airlines Ventures, Ltd. (“UAV”). UAV is a wholly-owned subsidiary of United, whose parent holding company is UAL, a publicly-traded company.

Item 2(b). Address or principal business office or, if none, residence of each Reporting Person:

UAL, United and UAV:
233 South Wacker Drive
Chicago, Il, 60606

Item 2(c). Citizenship:

UAL and United: Delaware, U.S.A.
UAV: Cayman Islands

Item 2(d). Title of class of securities:

Class A Common stock, par value \$0.0001 per share

Item 2(e). CUSIP number:

03945R102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Exchange Act.
- (b) Bank as defined in section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act.
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

Item 4. Ownership:

- (a) Amount beneficially owned:
- 3,047,119 shares of Class A Common Stock of the Issuer*
- (b) Percent of class: 1.9%**
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
- 0
- (ii) Shared power to vote or to direct the vote:
- 3,047,119 shares of Class A Common Stock of the Issuer*
- (iii) Sole power to dispose or to direct the disposition of:
- 0
- (iv) Shared power to dispose or to direct the disposition of:
- 3,047,119 shares of Class A Common Stock of the Issuer*

* UAV, which is a wholly-owned subsidiary of United, whose parent holding company is UAL, is the record holder of 3,047,119 shares of Class A Common Stock of the Issuer. As of the date of this Schedule 13G, Warrants to acquire 4,717,363 shares of Class A Common Stock of the Issuer have not vested and accordingly are excluded from the number of shares of Class A Common Stock of the Issuer beneficially owned by UAV, United and UAL reported in this Schedule 13G. United and UAL do not directly own any shares of Class A Common Stock or Warrants of the Issuer. By reason of the provisions of Rule 13d-3 under the Act, each of United and UAL is deemed to own beneficially the Class A Common Stock that UAV owns as a record holder of the Class A Common Stock and Warrants.

** The percentage ownership interest is based on 157,268,036 shares of Class A Common Stock of the issuer outstanding as of November 8, 2021, as reported on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on November 12, 2021.

Item 5. Ownership of five percent or less of a class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

Item 6. Ownership of more than five percent on behalf of another person:

Not applicable.

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person:

Not applicable.

Item 8. Identification and classification of members of the group:

Not applicable.

Item 9. Notice of dissolution of group:

Not applicable.

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Exhibit Description

[99.1](#) Joint Filing Agreement, dated February 14, 2022, between UAL, United and UAV.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

UNITED AIRLINES HOLDINGS, INC.

By: /s/ Robert S. Rivkin
Name: Robert S. Rivkin
Title: Senior Vice President and General Counsel

UNITED AIRLINES, INC.

By: /s/ Gerald Laderman
Name: Gerald Laderman
Title: Executive Vice President and Chief Financial Officer

UNITED AIRLINES VENTURES, LTD.

By: /s/ Michael Leskinen
Name: Michael Leskinen
Title: President

Joint Filing Agreement

The persons below hereby agree that the Schedule 13G to which this agreement is attached as an exhibit, as well as all future amendments to such Schedule 13G, shall be filed jointly on behalf of each of them. This agreement is intended to satisfy the requirements of Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934. The undersigned also agree that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

EXECUTED this February 14, 2022.

UNITED AIRLINES HOLDINGS, INC.

By: /s/ Robert S. Rivkin

Name: Robert S. Rivkin

Title: Senior Vice President and General Counsel

UNITED AIRLINES, INC.

By: /s/ Gerald Laderman

Name: Gerald Laderman

Title: Executive Vice President and Chief Financial Officer

UNITED AIRLINES VENTURES, LTD.

By: /s/ Michael Leskinen

Name: Michael Leskinen

Title: President
