

**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): May 23, 2013

UNITED CONTINENTAL HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-06033
(Commission
File Number)

36-2675207
(I.R.S. Employer
Identification No.)

233 S. Wacker Drive, Chicago, IL 60606
(Address of Principal Executive Offices) (Zip Code)

(312) 997-8000
(Registrant's telephone number, including area code)

N/A
(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 240.425)
- 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))

Item 3.02 Unregistered Sales of Equity Securities.

On May 23, 2013, United Continental Holdings, Inc. (“UAL” or the “Company”) entered into agreements with three of its existing securityholders to issue a total of 5,931,629 shares of UAL common stock in exchange for \$51,534,000 in aggregate principal amount of the Company’s outstanding 6% convertible senior notes due 2029 (the “Notes”) held by such securityholders. The number of shares issued was determined based on a conversion ratio of 115.1013 shares of UAL common stock per \$1,000 principal amount of Notes being exchanged, which is the conversion ratio in the Indenture, dated October 7, 2009 (the “Indenture”), between the Company and The Bank of New York Mellon Trust Company, N.A., under which the Notes were issued. In addition, the Company agreed to make a cash payment to the three securityholders to compensate them for accrued interest through the date of settlement and for a portion of the foregone interest that would have accrued, absent the exchange, through the earliest date on which the Company has the option to redeem the Notes under the Indenture. The Company issued the shares of UAL common stock on May 29, 2013 in a transaction exempt from registration pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended, as the exchange of the Notes for UAL common stock was made by the Company with its existing securityholders exclusively in privately negotiated transactions where no commission or other remuneration was paid. The Notes acquired by the Company in the exchange will be retired by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED CONTINENTAL HOLDINGS, INC.

By: /s/ Gerald Laderman

Gerald Laderman

Senior Vice President Finance and Treasurer

Date: May 29, 2013