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**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 25, 2022**

**UNITED AIRLINES HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-06033</b> (Commission File Number)	<b>36-2675207</b> (IRS Employer Identification Number)
<b>233 S. Wacker Drive,</b> (Address of principal executive offices)	<b>Chicago, IL</b>	<b>60606</b> (Zip Code)

**(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))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
United Airlines Holdings, Inc.	Common Stock, \$0.01 par value	UAL	The Nasdaq Stock Market LLC
United Airlines Holdings, Inc.	Preferred Stock Purchase Rights	None	The Nasdaq Stock Market LLC

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 25, 2022, the Compensation Committee (the "Committee") of the Board of Directors of United Airlines Holdings, Inc. (the "Company"), the parent company of United Airlines, Inc., approved a one-time retention and recognition award ("Award") to Brett J. Hart, President of the Company. The Award has a total cash payment opportunity of \$4 million, with 75% vesting on May 25, 2023 and the remaining 25% vesting on May 25, 2024, with each payment contingent on Mr. Hart's continued employment with the Company through the applicable vesting date. The Committee approved the Award in recognition of the expansion in Mr. Hart's role since his promotion in 2020, including his oversight responsibility for airport operations, technical operations and flight operations.

**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 AIRLINES HOLDINGS, INC.**

By: /s/ Robert S. Rivkin  
Name: Robert S. Rivkin  
Title: Senior Vice President and Chief Legal Officer

Date: May 27, 2022