

**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): **April 19, 2016**

**UNITED CONTINENTAL HOLDINGS, INC.  
UNITED AIRLINES, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware  
Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-06033  
001-10323**  
(Commission  
File Number)

**36-2675207  
74-2099724**  
(IRS Employer  
Identification No.)

**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

**N/A  
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 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))

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

(b) On April 19, 2016, each of Henry L. Meyer III, the Non-Executive Chairman of the board of directors (the "**Board**") of United Continental Holdings, Inc. (the "**Company**"), John H. Walker and Charles A. Yamarone notified the Company that he intends to retire from the Board at the end of his current term and will, therefore, not stand for re-election to the Board at the Company's 2016 annual meeting of stockholders. Each of Messrs. Meyer, Walker and Yamarone advised the Company that his decision to retire was not due to any disagreement with the Company.

(e) On April 19, 2016, the Company and United Airlines, Inc. (collectively, the "**Companies**") entered into an Amendment to Employment Agreement (the "**Amendment**") with Oscar Munoz, the Companies' President and Chief Executive Officer, amending his Employment Agreement with the Companies dated December 31, 2015. The Amendment, which was initiated by Mr. Munoz, provides, among other things, that it is the Company's

expectation that Mr. Munoz will be appointed Chairman of the Board at the Company's 2018 annual meeting of stockholders, and the Amendment modifies the definition of "Good Reason" such that the appointment of Robert A. Milton as Non-Executive Chairman of the Board would not constitute "Good Reason."

The foregoing summary description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

#### ITEM 9.01 Financial Statements and Exhibits.

##### (d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amendment to Employment Agreement, dated April 19, 2016, by and among United Continental Holdings, Inc., United Airlines, Inc. and Oscar Munoz.

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#### 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.

Date: April 20, 2016

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

By: /s/ Jennifer L. Kraft  
Name: Jennifer L. Kraft  
Title: Deputy General Counsel and Secretary

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#### EXHIBIT INDEX

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## AMENDMENT TO EMPLOYMENT AGREEMENT

This AMENDMENT TO EMPLOYMENT AGREEMENT (this "Amendment") is made and entered into as of April 19, 2016, by and among United Continental Holdings, Inc., a Delaware corporation (the "Company"), United Airlines, Inc., a Delaware corporation ("United") (the Company and United are hereinafter collectively referred to as the "Employers"), and Oscar Munoz ("Executive").

WHEREAS, the Employers and Executive entered into an Employment Agreement, dated December 31, 2015 (the "Employment Agreement");

WHEREAS, the Employment Agreement provides that it is the expectation of the Company that Executive shall be appointed Chairman of the Company's Board of Directors (the "Board") at or before the Company's 2017 annual meeting of stockholders;

WHEREAS, the Board desires to appoint Robert A. Milton as the Non-Executive Chairman of the Board effective immediately following the Company's 2016 annual meeting of stockholders; and

WHEREAS, Executive is willing to extend the expected timeframe for his appointment as Chairman of the Board of Directors.

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendments. (a) The second sentence of Section 2 of the Employment Agreement is hereby amended and restated in its entirety as follows:

It is the Company's expectation that Executive shall be appointed Chairman of the Board on the date of the Company's 2018 annual meeting of stockholders.

(b) Clause (iv) of the definition of "Good Reason" contained in Section 4(e) of the Employment Agreement is hereby amended and restated in its entirety as follows:

(iv) the appointment of a Chairman of the Board other than Henry L. Meyer III, Robert A. Milton or Executive; provided that this shall not be Good Reason if (i) the rules of the principal exchange on which the Company's securities trade, (ii) the Company's Bylaws or Certificate of Incorporation or (iii) other applicable law prohibit an individual from simultaneously holding the offices of both Chief Executive Officer and Chairman of the Board;

2. Effective Date. This Amendment is effective as of the date first set forth above.

3. Governing Law. This Amendment shall be governed by the internal laws (as opposed to the conflicts of law provisions) of the State of Illinois.

4. Effect of Amendment. Except as modified hereby, the Employment Agreement is reaffirmed in all respects, and all references therein to "the Agreement" shall mean the Employment Agreement, as modified hereby.

5. Execution in Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Signatures delivered via facsimile or electronic file shall be the same as original signatures.

\* \* \* \*

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first set forth above.

UNITED CONTINENTAL HOLDINGS, INC.

/s/ Brett J. Hat  
 By: Brett J. Hart  
 Its: Executive Vice President and General Counsel

UNITED AIRLINES, INC.

/s/ Brett J. Hart  
 By: Brett J. Hart  
 Its: Executive Vice President and General Counsel

OSCAR MUNOZ

