
**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): **February 24, 2021**

UNITED AIRLINES 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 (IRS Employer Identification Number) |
| 233 S. Wacker Drive, (Address of principal executive offices) | Chicago, IL | 60606 (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 |

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

On February 24, 2021, the board of directors (the "Board") of United Airlines Holdings, Inc. (the "Company") increased the size of the Board from 13 directors to 14 directors and elected Laysha Ward to fill the newly-created directorship, effective immediately. As of the date hereof, the Board has not determined any committee appointments for Ms. Ward.

Ms. Ward will be compensated for her service on the Board in the same manner as the Company's other non-employee directors elected by the holders of the Company's common stock. For a description of the Company's director compensation programs, see "2019 Director Compensation" in the Company's Proxy Statement for the 2020 Annual Meeting of Stockholders held on May 20, 2020 filed with the Securities and Exchange Commission on April 9, 2020. Ms. Ward is not (a) a party to any arrangement or understanding with any person pursuant to which she was elected a Company director or (b) a party to any transaction requiring disclosure pursuant to Item 404(a) of Regulation S-K. Ms. Ward will stand for re-election at the Company's 2021 Annual Meeting of Stockholders.

Item 7.01. Regulation FD Disclosure.

On February 24, 2021, the Company issued a press release regarding Ms. Ward's appointment to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 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, 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.

| (d) | Exhibits |
|-----------------------|---|
| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
| 99.1 | Press Release issued by United Airlines Holdings, Inc. dated February 24, 2021. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 General Counsel

Date: February 24, 2021

News Release

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Worldwide Media Relations
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United Airlines Names Laysha Ward to Board of Directors

CHICAGO, Feb. 24, 2021 – United Airlines Holdings, Inc. (UAL) announced today that Laysha Ward is joining its Board of Directors. Ward, currently Executive Vice President and Chief External Engagement Officer of Target Corporation, brings an impressive resume with more than three decades of corporate leadership experience to the UAL Board.

"Laysha and her credentials are the right addition to our already strong board of directors at a pivotal moment for our company," said United CEO Scott Kirby. "United will benefit from Laysha's insight on a wide range of topics that will be essential to our success as we recover from the impact of COVID-19, including her expertise in the areas of community and stakeholder engagement, corporate responsibility and diversity, equity and inclusion."

"When we began the search for a new board member, we were focused on finding a leader with both strong business acumen and a unique perspective that will help United capitalize on our strengths as we emerge from the COVID-19 crisis," said Oscar Munoz, Executive Chairman of United Airlines. "I'm eager for Laysha to get started because I know she will add value right away as we evaluate the strategic opportunities for United Airlines and its incredibly bright future."

"At a pivotal time for the airline industry, I look forward to joining the UAL board and helping the company fulfill its purpose of connecting people and uniting the world," said Ward.

In addition to her executive role at Target Corporation, Ward serves on the Aspen Institute Latinos and Society Advisory Board, the Stanford Center for Longevity Advisory Council, and is a member of the Executive Leadership Council, the Economic Clubs of New York and Chicago, Alpha Kappa Alpha Sorority, and The Links. Ward also serves on the board of directors of Denny's Corporation, as well as the boards of Greater MSP, the Minnesota Orchestra, and the Northside Achievement Zone.

About United

United's shared purpose is "Connecting People. Uniting the World." For more information, visit united.com, follow @United on Twitter and Instagram or connect on Facebook. The common stock of United's parent, United Airlines Holdings, Inc., is traded on the Nasdaq under the symbol "UAL".