

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): November 23, 2020**

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

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**  
(State or other jurisdiction  
of incorporation)

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

**36-2675207**  
**74-2099724**  
(IRS Employer  
Identification Number)

**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

(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.

<b>Registrant</b>	<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
United Airlines Holdings, Inc.	Common Stock, \$0.01 par value	UAL	The Nasdaq Stock Market LLC
United Airlines, Inc.	None	None	None

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 8.01. Other Events.**

As previously reported, on April 20, 2020, United Airlines Holdings, Inc. (“UAL” and, together with United Airlines, Inc., the “Company”) entered into a warrant agreement with the United States Department of the Treasury (“Treasury”) in connection with the Payroll Support Program established under the Coronavirus Aid, Relief, and Economic Security Act (the “PSP Warrant Agreement”). Pursuant to the PSP Warrant Agreement, UAL has issued to Treasury warrants to purchase up to 4,763,841 shares of common stock (the “PSP Warrants”). The PSP Warrant Agreement entitles Treasury to customary registration rights.

Also as previously reported, on June 15, 2020, UAL entered into an equity distribution agreement (the “Distribution Agreement”) with Citigroup Global Markets Inc., BofA Securities, Inc. and J.P. Morgan Securities LLC (collectively, the “Managers”), relating to the issuance and sale from time to time by UAL, through the Managers, of up to 28,000,000 shares of UAL’s common stock, par value \$0.01 per share (the “ATM Shares”). Sales of the ATM Shares, if any, under the Distribution Agreement may be made in any transactions that are deemed to be “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended. Under the terms of the Distribution Agreement, UAL may also sell ATM Shares to any Manager, as principal for its own account, at a price agreed upon at the time of sale. If UAL sells ATM Shares to a Manager as principal, UAL will enter into a separate terms agreement with such Manager.

On November 17, 2020, the Company filed a shelf registration statement on Form S-3 (File No. 333-250153) (the “Registration Statement”). The Registration Statement provides for the sale of securities, including shares of common stock and warrants of the Company, from time to time by UAL, its wholly-owned subsidiary United Airlines, Inc. and selling security holders who may be named in a prospectus supplement. On the date hereof, UAL filed (i) a prospectus supplement providing for the sale of the remaining 25,322,567 of the ATM Shares (the “ATM Securities”) and (ii) a prospectus supplement providing for the resale of the PSP Warrants by one or more selling security holders from time to time, as well as the resale of up to 4,763,841 shares of common stock issuable upon exercise of such PSP Warrants (collectively, the “Warrant Securities”).

Sidley Austin LLP, counsel to UAL, has issued a legal opinion relating to the ATM Securities and a legal opinion relating to the Warrant Securities. A copy of each such legal opinion, including the consent included therein, is attached as Exhibit 5.1 and Exhibit 5.2 hereto, respectively.

The foregoing description of the Distribution Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Distribution Agreement, filed herewith as Exhibit 1.1 and incorporated herein by reference. The foregoing description of the PSP Warrant Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of each of the PSP Warrant Agreement, filed herewith as Exhibit 4.1, and the Form of PSP Warrant, filed herewith as Exhibit 4.2, each of which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<a href="#"><u>1.1</u></a>	<a href="#"><u>Equity Distribution Agreement, dated June 15, 2020, by and among UAL and BofA Securities, Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC (filed as Exhibit 1.1 to UAL’s Form 8-K filed on June 15, 2020, and incorporated herein by reference).</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Warrant Agreement, dated as of April 20, 2020, between UAL and the United States Department of the Treasury (filed as Exhibit 4.2 to UAL’s Form 8-K filed on April 23, 2020, and incorporated herein by reference).</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Form of Warrant (included in Exhibit 4.1 as Annex B thereto).</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Sidley Austin LLP dated November 23, 2020 relating to the ATM Securities.</u></a>
<a href="#"><u>5.2</u></a>	<a href="#"><u>Opinion of Sidley Austin LLP dated November 23, 2020 relating to the Warrant Securities.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Sidley Austin LLP (included in Exhibit 5.1 hereto).</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Sidley Austin LLP (included in Exhibit 5.2 hereto).</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

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

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

Date: November 23, 2020

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**SIDLEY**

SIDLEY AUSTIN LLP  
ONE SOUTH DEARBORN STREET  
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+1 312 853 7000  
+1 312 853 7036 FAX

AMERICA · ASIA PACIFIC · EUROPE

November 23, 2020

United Airlines Holdings, Inc.  
233 South Wacker Drive  
Chicago, Illinois 60606

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-3, File No. 333-250153 (the "Registration Statement"), filed by United Airlines Holdings, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), which Registration Statement became effective upon filing pursuant to Rule 462(e) under the Securities Act. Pursuant to the Registration Statement, the Company is offering up to 25,322,567 shares (the "Shares") of its common stock, \$0.01 par value per share (the "Common Stock"). The Shares are to be offered and sold, from time to time, by the Company pursuant to an Equity Distribution Agreement dated June 15, 2020 (the "Distribution Agreement") among the Company and the managers named therein, each acting in its capacity as agent (collectively, the "Managers").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Distribution Agreement, the Company's certificate of incorporation and the resolutions adopted by the board of directors of the Company (the "Board of Directors") established by such board relating to the Registration Statement and the issuance of the Shares by the Company. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to or obtained by us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to or obtained by us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

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United Airlines Holdings, Inc.  
November 23, 2020  
Page 2

Based on and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that the issuance and sale of the Shares pursuant to the Distribution Agreement have been duly authorized by the Company and, when (A) the number of Shares to be offered, issued and sold by the Company from time to time and the respective purchase prices, Managers' discounts or commissions, and times and dates of offering, issuance and sale, and the offering, issuance and sale thereof, have been duly authorized and approved by duly authorized officers of the Company, acting together if so required, all as provided in, and in compliance with the parameters, limitations and other terms set forth in resolutions duly adopted by the Company's Board of Directors or any duly authorized committees thereof, and agreed upon by the Company, the applicable Managers and the purchasers thereof and (B) such Shares are duly issued and delivered by the Company in accordance with the Distribution Agreement against receipt by the Company of the agreed upon purchase price therefor, will be validly issued, fully paid and non-assessable.

In rendering the opinion set forth in the immediately preceding paragraph, we have assumed that the net proceeds received by the Company (after deduction of discounts and commissions) for each Share issued or sold pursuant to the Distribution Agreement will equal or exceed the par value thereof and that, at the time of any issuance of Shares pursuant to the Distribution Agreement, the number of such Shares will not exceed the number of authorized and unissued shares of Common Stock that have not been reserved for issuance for other purposes.

We note that the Company's Board of Directors adopted resolutions on June 10, 2020 (the "Resolutions") authorizing the issuance and sale of shares of Common Stock in one or more public offerings, private placements or other offerings, including the offering of the Shares contemplated by the Distribution Agreement (collectively, "Offerings"), and upon the conversion, exercise or settlement of certain securities, agreements and rights issued or sold in or in connection with the Offerings. The Resolutions impose limitations (the "Limitations") on the aggregate number of shares of Common Stock that may be issued pursuant thereto and establish a minimum price per share of Common Stock to be received by the Company. Accordingly, and without limitation to the provisions of clauses (A) or (B) of the second preceding paragraph, we have assumed that the Company's offering, issuance and sale of Shares pursuant to the Distribution Agreement will comply with the Limitations, such minimum price per share and the other terms and provisions of the Resolutions (and any other limitations, parameters or other terms or provisions applicable to the offering, issuance or sale of the Shares that may be established by resolutions duly adopted by the Company's Board of Directors or any committee thereof from time to time).

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to any other laws, rules or regulations, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

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# SIDLEY

United Airlines Holdings, Inc.  
November 23, 2020  
Page 3

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

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**SIDLEY**

SIDLEY AUSTIN LLP  
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November 23, 2020

United Airlines Holdings, Inc.  
233 South Wacker Drive  
Chicago, Illinois 60606

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We refer to (i) the Registration Statement on Form S-3, File No. 333-250153 (the "Registration Statement"), filed by United Airlines Holdings, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which Registration Statement became effective upon filing pursuant to Rule 462(e) under the Securities Act, and (ii) the Prospectus Supplement of the Company dated November 17, 2020 (the "Prospectus Supplement") filed with the Commission under the Securities Act relating to the potential resale by one or more selling securityholders named therein from time to time of (x) warrants (the "Warrants") to purchase up to 4,763,841 shares of common stock of the Company, par value \$0.01 per share (the "Common Stock"), and (y) up to 4,763,841 shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares" and, together with the Warrants, the "Securities"), in each case in accordance with the terms of that certain Warrant Agreement, dated as of April 20, 2020 (as it may be amended from time to time, the "Warrant Agreement"), between the Company and the United States Department of the Treasury.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Warrant Agreement, the Warrants, the Company's amended and restated certificate of incorporation (the "Charter"), the Company's amended and restated bylaws (the "Bylaws") and the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the issuance of the Securities by the Company. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

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United Airlines Holdings, Inc.  
November 23, 2020  
Page 2

Based on and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. The Warrants constitute valid and binding obligations of the Company.

2. The Warrant Shares have been duly authorized and, when issued upon exercise of the Warrants in the manner described in the Prospectus Supplement and in accordance with the terms of the Warrant Agreement and the Warrants, will be validly issued, fully paid and non-assessable when certificates representing such shares of Common Stock shall have been duly executed, countersigned and registered and duly delivered in accordance with the applicable definitive purchase, underwriting or similar agreement upon payment of the agreed consideration therefor in an amount not less than the aggregate par value thereof or, if any such shares of Common Stock are to be issued in uncertificated form, the Company's books shall reflect the issuance of such shares of Common Stock in accordance with the applicable definitive purchase, underwriting or similar agreement upon payment of the agreed consideration therefor in an amount not less than the aggregate par value thereof.

For the purposes of this opinion letter, we have assumed that, at the time of the offer, sale and delivery of any of the Securities:

(i) the Securities being offered will be offered and sold as contemplated in the Registration Statement and the Prospectus Supplement;

(ii) the performance by the Company of the Warrant Agreement, and the offer, sale and delivery of the Securities will not (A) contravene or violate the Charter or Bylaws, (B) violate any law, rule or regulation applicable to the Company, (C) result in a default under or breach of any agreement or instrument binding upon the Company or any order, judgment or decree of any court or governmental authority applicable to the Company, or (D) require any authorization, approval or other action by, or notice to or filing with, any court or governmental authority (other than such authorizations, approvals, actions, notices or filings which shall have been obtained or made, as the case may be, and which shall be in full force and effect);

(iii) the authorization of the issuance of the Warrant Shares will not have been modified or rescinded, and there will not have occurred any change in law affecting the validity, legally binding character or enforceability thereof; and

(iv) the Charter and the Bylaws, each as currently in effect, will not have been modified or amended and will be in full force and effect.

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# SIDLEY

United Airlines Holdings, Inc.  
November 23, 2020  
Page 3

With respect to each instrument or agreement referred to in or otherwise relevant to the opinions set forth herein (each, an “Instrument”), we have assumed, to the extent relevant to the opinions set forth herein, that (i) each party to such Instrument (if not a natural person) was duly organized or formed, as the case may be, and was at all relevant times and is validly existing and in good standing under the laws of its jurisdiction of organization or formation, as the case may be, and had at all relevant times and has full right, power and authority to execute, deliver and perform its obligations under such Instrument; (ii) such Instrument has been duly authorized, executed and delivered by each party thereto; and (iii) such Instrument was at all relevant times and is a valid, binding and enforceable agreement or obligation, as the case may be, of, each party thereto; provided that we make no assumption in clause (iii) insofar as it relates to the Company and is expressly covered by our opinions set forth herein.

Our opinions are subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting creditors’ rights generally and to general equitable principles (regardless of whether considered in a proceeding in equity or at law), including concepts of commercial reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief.

This opinion letter is limited to the General Corporation Law of the State of Delaware and the laws of the State of New York (excluding the securities laws of the State of New York). We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

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