

**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 22, 2024

**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, Chicago, IL  
(Address of principal executive offices)

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:

<u>Registrant</u>	<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
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.

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

At the 2024 Annual Meeting of Stockholders of United Airlines Holdings, Inc. (the “Company”) held on May 22, 2024 (the “Annual Meeting”), the Company’s stockholders approved the Second Amendment (the “Plan Amendment”) to the United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan (the “2021 Plan”). The Plan Amendment increases by 2,700,000 the maximum number of shares of common stock authorized to be issued under the 2021 Plan. Further information regarding the Plan Amendment was provided in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 12, 2024 (as amended on April 23, 2024, the “Proxy Statement”).

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

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The Company held its Annual Meeting on May 22, 2024.

(b) The matters submitted to a vote at the Annual Meeting and the voting results of such matters are as follows:

Item 1 - Election of Directors. Holders of the Company’s common stock elected each of the 11 directors nominated by the Company’s Board of Directors to serve as directors of the Company, each for a term expiring at the annual meeting of stockholders in 2025 and until his or her successor has been elected and qualified or his or her earlier death, resignation or removal, based upon the votes set forth in the table below:

<b>Name of Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Rosalind Brewer	208,983,496	1,917,678	689,916	56,357,231
Michelle Freyre	209,100,978	1,813,935	676,177	56,357,231
Matthew Friend	207,787,120	3,260,536	543,434	56,357,231
Barney Harford	208,361,181	2,684,457	545,452	56,357,231
Michele J. Hooper	207,587,716	3,459,336	544,038	56,357,231
Walter Isaacson	206,024,471	5,006,263	560,356	56,357,231
J. Scott Kirby	207,976,321	3,114,030	500,739	56,357,231
Edward M. Philip	206,973,249	4,072,038	545,803	56,357,231
Edward L. Shapiro	207,650,872	3,385,524	554,694	56,357,231
Laysha Ward	207,736,846	3,314,777	539,467	56,357,231
James M. Whitehurst	200,844,011	10,218,869	528,210	56,357,231

The United Airlines Pilots Master Executive Council of the Air Line Pilots Association, International (the “ALPA”), the sole holder of the Company’s Class Pilot MEC Junior Preferred Stock, which provides the ALPA with the right to elect one member to the Company’s Board of Directors at each annual meeting of stockholders of the Company, elected Captain Anne Worster at the Annual Meeting to serve as a director of the Company for a term expiring at the annual meeting of stockholders in 2025 and until her successor has been elected and qualified or her earlier death, resignation or removal.

The International Association of Machinists and Aerospace Workers (the “IAM”), the sole holder of the Company’s Class IAM Junior Preferred Stock, which provides the IAM with the right to elect one member to the Company’s Board of Directors at each annual meeting of stockholders of the Company, elected Richard Johnsen at the Annual Meeting to serve as a director of the Company for a term expiring at the annual meeting of stockholders in 2025 and until his successor has been elected and qualified or his earlier death, resignation or removal.

Item 2 - Ratification of Appointment of Independent Registered Public Accounting Firm. The Company’s stockholders ratified the appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for its fiscal year ending December 31, 2024 based upon the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
263,053,397	3,785,148	1,109,778

Item 3 - Advisory Vote to Approve Executive Compensation. The Company's stockholders approved a nonbinding, advisory resolution approving the compensation of the Company's named executive officers, as set forth in the Proxy Statement, based upon the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
202,936,183	8,050,194	604,715	56,357,231

Item 4 - Approval of the Second Amendment to the United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan. The Company's stockholders approved the Second Amendment to the United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan, based upon the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
202,700,294	8,294,331	596,467	56,357,231

Item 5 - Approval of the Company's Tax Benefits Preservation Plan. The Company's stockholders approved the Company's Tax Benefits Preservation Plan, based upon the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
196,800,315	14,135,465	655,312	56,357,231

The above items are described in more detail in the Company's Proxy Statement.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">10.1</a>	<a href="#">Second Amendment to the United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan.</a>
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, Chief Legal Officer and General Counsel

Date: May 29, 2024

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**SECOND AMENDMENT TO  
UNITED AIRLINES HOLDINGS, INC.  
AMENDED AND RESTATED 2021 INCENTIVE COMPENSATION PLAN**

**WHEREAS**, United Airlines Holdings, Inc. (the “Company”) has heretofore adopted the United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan (the “Plan”) which was approved by stockholders effective May 26, 2021 at the Company’s 2021 Annual Meeting of Stockholders and which was subsequently amended effective May 24, 2023 at the Company’s 2023 Annual Meeting of Stockholders; and

**WHEREAS**, the Company wishes to amend the Plan to increase the number of shares of common stock of the Company, par value \$0.01 per share, available for issuance under the Plan by up to 2,700,000 and to prohibit the recycling of shares used to satisfy the withholding tax requirements related to stock option and stock appreciation rights awards; and

**NOW, THEREFORE**, the Plan shall be amended, effective as of the date on which the stockholders of the Company approve such amendment at the 2024 Annual Meeting of Stockholders, as follows:

1. The first sentence of Section 4(a) is deleted and replaced with the following:

Subject to adjustment as provided in Section 4(b), the number of Shares initially available under this Plan, other than Substitute Awards, shall be the sum of (i) 8,500,000 and (ii) the number of Shares that remained available for issuance under the Prior Plan effective as of May 26, 2021 when the Plan was first approved by stockholders, all of which may be delivered pursuant to Incentive Stock Options

2. The third paragraph of Section 4(a) is deleted and replaced with the following:

If, after the effective date of the Plan, any Award granted under the Plan or the Prior Plan, other than a Substitute Award, (1) is forfeited, or otherwise expires, terminates or is canceled without the delivery of all Shares subject thereto (including the forfeiture of Shares subject to a performance-based award due to the failure to achieve the maximum level of performance), or (2) is settled in cash, then, in the case of clauses (1) and (2), the number of Shares subject to such Award that were not issued with respect to such Award shall again be available under this Plan. In addition, the Shares subject to an Award (other than an Option or SAR) under this Plan or a Prior Plan shall again be available for issuance under this Plan if such Shares are Shares delivered to or withheld by the Company to pay the withholding taxes related to such outstanding Award. For the avoidance of doubt, any Award granted under the Plan that in accordance with its terms may only be settled in cash, including cash-settled RSUs, shall not reduce the number of Shares available for issuance under the Plan. Notwithstanding the foregoing, Shares subject to an Award under this Plan or a Prior Plan shall not again be available for issuance under this Plan if such Shares are (w) Shares that were subject to an Option or stock-settled SAR and were not issued or delivered upon the net settlement or net exercise of such Option or SAR, (x) Shares delivered to or withheld by the Company to pay the purchase price relating to an outstanding Award, (y) Shares delivered to or withheld by the Company to pay the withholding taxes related to an outstanding Option or SAR or (z) Shares repurchased by the Company on the open market with the proceeds of an Option exercise.

3. Except as modified herein, the remaining terms of the Plan shall remain unchanged and in full force and effect.
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**IN WITNESS WHEREOF**, the undersigned officer of the Company, acting pursuant to authority granted to him by the Board of Directors of the Company, has executed this instrument on this 22nd day of May, 2024.

**UNITED AIRLINES HOLDINGS, INC.**

By: /s/ Robert S. Rivkin

Name: Robert S. Rivkin

Title: Senior Vice President, Chief Legal Officer and General Counsel

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