

**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 28, 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:

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.

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

On February 28, 2024, the board of directors (the “Board”) of United Airlines Holdings, Inc. (the “Company”), upon the recommendation of the Nominating/Governance Committee, elected Rosalind Brewer to serve as a member of the Board effective immediately for a term continuing to the Company’s next Annual Meeting of Stockholders, when Ms. Brewer will be a nominee for election by stockholders. The size of the Board was increased from 13 directors to 14 directors effective immediately in connection with the election of Ms. Brewer.

The Board also determined that Ms. Brewer is “independent” under the applicable standards of The Nasdaq Stock Market and the independence standards adopted by the Board in the Company’s Corporate Governance Guidelines. The Board also approved the recommendation of the Nominating/Governance Committee of the Board to assign Ms. Brewer to serve as a member of the Compensation Committee and the Finance Committee of the Board.

There were no arrangements or understandings between Ms. Brewer and any other persons pursuant to which she was elected to the Board, and since the beginning of the last fiscal year, there have been no related party transactions between the Company and Ms. Brewer that would be reportable under Item 404(a) of Regulation S-K.

Ms. Brewer will receive compensation for her service as a non-employee director on the Board in accordance with the Company’s standard compensatory arrangement for non-employee directors, subject to proration to reflect the commencement date of her service on the Board. The Company’s non-employee director compensation program for 2022 is described under the caption “2022 Director Compensation” in the Company’s definitive proxy statement for its 2023 Annual Meeting of Stockholders held on May 24, 2023 filed with the Securities and Exchange Commission on April 13, 2023.

**Item 7.01 Regulation FD Disclosure.**

On February 28, 2024, the Company issued a press release regarding Ms. Brewer’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.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release of United Airlines Holdings, Inc. dated February 28, 2024</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.**

By: /s/Robert S. Rivkin

Name: Robert S. Rivkin

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

Date: February 28, 2024

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# News Release

**United Airlines**  
**Worldwide Media Relations**  
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## United Airlines Names Rosalind Brewer to Board of Directors

**CHICAGO, February 28, 2024** – United Airlines Holdings, Inc. (UAL) announced today that Rosalind (Roz) Brewer is joining its Board of Directors. Brewer is an influential leader with CEO experience, repeatedly recognized by Fortune and Forbes among their “Most Powerful Women in Business.”

“Roz’s strategic acumen and visionary leadership make her the right addition to our already strong Board of Directors as we plan for the long-term success of United Airlines,” said United CEO Scott Kirby. “Her vast leadership experience characterized by innovation and digital transformation have made a lasting impact on some of the world’s leading companies and will be an asset to United.”

“Roz has led some of the most dynamic and well-regarded companies in the world, and I am eager for her to help United excel in our plan to grow United to become the best airline in aviation history,” said Ted Philip, Chairman of the Board of Directors.

“I am honored to join the Board of Directors at United Airlines, an iconic company known for its commitment to excellence and innovation in the aviation industry,” said Brewer. “I look forward to collaborating with the board and leadership team as we continue to deliver unparalleled travel experiences for our customers and chart the course for our bright future.”

Brewer most recently served as President and CEO of Walgreens Boots Alliance, Inc., a global leader in retail pharmacy and healthcare, where she shaped the company’s strategic direction and navigated the complexities of the healthcare landscape during the COVID-19 pandemic. While at Walgreens, Brewer implemented transformative initiatives focused on driving innovation, improving customer engagement, and expanding access to essential healthcare services.

As Chief Operating Officer of Starbucks Corporation, she played a pivotal role in driving operational excellence and enhancing customer experiences. Prior to Starbucks, Brewer was President and CEO of Sam’s Club, a division of Walmart Inc.

Brewer earned a Bachelor of Science degree in Chemistry from Spelman College, and her ongoing commitment to supporting her alma mater as chair emerita underscores her belief in the transformative power of education and her dedication to empowering future generations of leaders. She continues to be actively involved in various philanthropic endeavors, supporting causes related to education, healthcare, and economic empowerment.

### About United

At United, [Good Leads The Way](#). With U.S. hubs in Chicago, Denver, Houston, Los Angeles, New York/Newark, San Francisco and Washington, D.C., United operates the most comprehensive global route network among North American carriers, and is now the largest airline in the world as measured by available seat miles. For more about how to join the United team, please visit [www.united.com/careers](http://www.united.com/careers) and more information about the company is at [www.united.com](http://www.united.com). United Airlines Holdings, Inc., the parent company of United Airlines, Inc., is traded on the Nasdaq under the symbol “UAL”.

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