United Continental Holdings, Inc.
Form 8-K
March 11, 2014

**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): March 5, 2014**

**UNITED CONTINENTAL HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **001-06033** | **36-2675207** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification Number)** |

**233 S. Wacker Drive, Chicago, IL** **60601**
**(Address of principal executive offices)** **(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))

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

(b) Pursuant to Part III, Section 8.1 of the Restated Certificate of Incorporation of United Continental Holdings, Inc. (the Company ), the International Association of Machinists and Aerospace Workers (the IAM ), the holder of the Company s Class IAM Junior Preferred Stock, has the right to elect one member to the Company s Board of Directors (the Board ) at each annual meeting of stockholders for a term of office to expire at the succeeding annual meeting of stockholders. Stephen R. Canale has occupied the IAM director position on the Board since 2002.

On March 5, 2014, Mr. Canale notified the Company that he would not stand for re-election to the Board at the Company s 2014 Annual Meeting of Stockholders, and would leave the Board at the conclusion of his current term. Mr. Canale s decision not to stand for re-election was not due to any disagreement with the Company on any matter relating to the Company s operations, policies or practices.

At this time, the IAM has not designated a nominee to fill the vacancy resulting from Mr. Canale s departure.

**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 CONTINENTAL HOLDINGS, INC.**

By: /s/ Brett J. Hart
Name: Brett J. Hart
Title: Executive Vice President, General Counsel and Secretary

Date: March 11, 2014