

United Continental Holdings, Inc.
Form 8-K
September 16, 2015

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): **September 11, 2015**

UNITED CONTINENTAL HOLDINGS, INC.

UNITED AIRLINES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------|---|
| Delaware | 001-06033 | 36-2675207 |
| Delaware | 001-10323 | 74-2099724 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |
| 233 S. Wacker Drive, Chicago, IL | | 60606 |
| 233 S. Wacker Drive, Chicago, IL | | 60606 |
| (Address of principal executive offices) | | (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))

Item 7.01 Regulation FD Disclosure

On September 11, 2015, United Continental Holdings, Inc. (UCH), United Airlines, Inc., a wholly-owned subsidiary of the Company (United), and Mileage Plus Holdings, LLC, a wholly-owned subsidiary of UCH and United (MPH and together with UCH and United, the Company) entered into a Second Amended and Restated Co-Branded Card Marketing Services Agreement (as amended from time to time, the Agreement) with Chase Bank USA, N.A. (Chase), pursuant to which members of the Company s MileagePlus® loyalty program earn frequent flyer miles for making purchases using a MileagePlus® credit card issued by Chase.

The Agreement provides for joint marketing and other support for the MileagePlus® credit card. The Agreement, which replaces the prior co-branded card marketing services agreement among UCH, United, MPH and Chase, also extends the term of the agreement and modifies certain other terms of the agreement. In connection with the Agreement, United and MPH entered into an amendment and extension of their Amended and Restated Co-Branded Card Strategic Alliance Agreement with Visa U.S.A., Inc. (Visa), and United amended and extended its Merchant Services Bankcard Agreement with JPMorgan Chase Bank, N.A. (JPMorgan) and Paymentech LLC.

The Company currently estimates that its second half 2015 operating revenues under generally accepted accounting principles will increase by approximately \$200 million from the combined impact of the Agreement, the amendments to the agreements with Visa, JPMorgan and Paymentech LLC, and updated assumptions for accounting purposes. United, Chase Card Services and Visa, Inc. issued a joint press release announcing the extension of the United MileagePlus® credit card program, which is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, 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.

Statements in this Current Report on Form 8-K are forward-looking and thus reflect the Company s current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to the Company s operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Additionally, forward-looking statements include statements which do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law.

The Company s actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: its ability to comply with the terms of its various financing arrangements; the costs and availability of financing; its ability to maintain adequate liquidity; its ability to execute its operational plans and revenue-generating initiatives, including optimizing its revenue; its ability to control its costs, including realizing benefits from its resource optimization efforts, cost reduction initiatives and fleet replacement programs; its ability to utilize its net operating losses; its ability to attract and retain customers; demand for transportation in the markets in which it operates; an outbreak of a disease that affects travel demand or travel behavior; demand for travel and the impact that global economic conditions have on customer travel patterns; excessive taxation and the inability to offset future taxable income; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aircraft fuel and energy refining capacity in relevant markets); economic and political instability and other risks of doing business globally; its ability to cost-effectively

hedge against increases in the price of aircraft fuel; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom the Company has alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; disruptions to its regional network; the costs and

availability of aviation and other insurance; industry consolidation or changes in airline alliances; competitive pressures on pricing and on demand; its capacity decisions and the capacity decisions of its competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements and environmental regulations); the impact of regulatory, investigative and legal proceedings and legal compliance risks; labor costs; its ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with its union groups; any disruptions to operations due to any potential actions by its labor groups; weather conditions; and other risks and uncertainties set forth under Part I, Item 1A., Risk Factors of the Company's Form 10-K for the year ended December 31, 2014, as well as other risks and uncertainties set forth from time to time in the reports the Company files with the U.S. Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1* | Press Release issued by United Airlines, Inc., Chase Card Services and Visa Inc. dated September 16, 2015 |

* Furnished herewith electronically.

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.**

UNITED AIRLINES, INC.

By: /s/ James Compton

Name: James Compton

Title: Vice Chairman and Chief Revenue
Officer

Date: September 16, 2015

EXHIBIT INDEX

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