

CONTINENTAL AIRLINES INC /DE/  
Form 8-K  
August 10, 2009

**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): August 6, 2009  
CONTINENTAL AIRLINES, INC.  
(Exact Name of Registrant as Specified in Its Charter)  
DELAWARE  
(State or Other Jurisdiction of Incorporation)**

**1-10323**  
(Commission File Number)

**74-2099724**  
(IRS Employer Identification No.)

**1600 Smith Street, Dept. HQSEO, Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

**(713) 324-5000**  
(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 (*see* General Instruction A.2. below):

- 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 6, 2009, Continental Airlines, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. (the Underwriter ) relating to the issuance and sale of 14,400,000 shares of the Company's Class B common stock, par value \$0.01 per share (the Common Stock ), at an offering price to the public of \$11.20 per share. The closing of the offering, which is subject to customary closing conditions, is expected to occur on August 12, 2009.

These shares of Common Stock will be issued pursuant to the Company's shelf registration statement (the Registration Statement ) on Form S-3 (No. 333-158781), which was automatically effective upon filing with the Securities and Exchange Commission on April 24, 2009.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Report ), and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. The Underwriting Agreement is also filed with reference to, and is hereby incorporated by reference into, the Registration Statement. A copy of the opinion of Vinson & Elkins L.L.P. relating to the legality of the issuance and sale of the shares in the offering is filed as Exhibit 5.1 to this Report and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement dated August 6, 2009 between Continental Airlines, Inc. and Goldman, Sachs & Co.
  - 5.1 Opinion of Vinson & Elkins L.L.P.
  - 23.1 Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Continental Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONTINENTAL AIRLINES, INC.

August 10, 2009

By /s/ Gerald Laderman  
Gerald Laderman  
Senior Vice President Finance  
& Treasurer

EXHIBIT INDEX

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