



UNITED AIRLINES HOLDINGS, INC.

FORM 8-K

(Current Report Filing)

Filed 12/23/22 for the Period Ending 12/19/22

Address E. ANNA HA - WHQLD, CHICAGO, IL, 60606
Telephone (727) 384-2323
CIK 0000100517
Symbol UAL
SIC Code 4512 - Air Transportation, Scheduled
Fiscal Year 12/31

Powered by **barchart**

<https://www.barchart.com/solutions>

© Copyright 2022, Barchart.com, Inc. All Rights Reserved.

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): **December 19, 2022**

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, (Address of principal executive offices) | Chicago, IL (872) 825-4000 Registrant's telephone number, including area code | 60606 (Zip 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.

Pursuant to Part II, Section 8.1 of the Amended and Restated Certificate of Incorporation of United Airlines Holdings, Inc. (the "Company"), the United Airlines Pilots Master Executive Council of the Air Lines Pilots Association, International ("ALPA-MEC"), the holder of the Company's Class Pilot MEC Junior Preferred Stock, par value \$0.01 per share, has the right to elect one director to the Company's Board of Directors (the "Board") at each annual meeting of stockholders, to remove such director with or without cause and to fill any vacancies in such directorship.

Captain Michael Hamilton has occupied the ALPA-MEC director position on the Board since March 2022. On December 19, 2022, ALPA notified the Company that Captain Hamilton had resigned as the chairperson of the ALPA-MEC and, accordingly, would leave the Board effective immediately. Captain Hamilton's departure was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Company thanks Captain Hamilton for his Board service.

As of the date of this Current Report on Form 8-K, the ALPA-MEC has not notified the Company whom it will designate to fill the vacancy created by Captain Hamilton's resignation.

SIGNATURE

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: | <u>/s/ Robert S. Rivkin</u> |
| Name: | Robert S. Rivkin |
| Title: | Senior Vice President and Chief Legal Officer |

Date: December 23, 2022