



UNITED AIRLINES HOLDINGS, INC.

FORM 8-K

(Current Report Filing)

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Symbol UAL
SIC Code 4512 - Air Transportation, Scheduled
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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): **January 24, 2023**

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, has the right to elect one member to the Company's Board of Directors (the "Board") at each annual meeting of stockholders, remove such director with or without cause and fill any vacancies in such directorship. As previously disclosed, Captain Michael Hamilton, who occupied the ALPA-MEC director position on the Board since March 2022, resigned as the chairperson of the ALPA-MEC in December 2022 and, accordingly, resigned from the Board.

On January 24, 2023, ALPA designated Captain Garth Thompson to fill the vacancy resulting from Captain Hamilton's departure, effective immediately. At this time, the Board has not yet designated any committees of the Board upon which Captain Thompson will serve. As a director elected by a class of stock other than the Company's common stock, Captain Thompson will not be entitled to receive any cash or equity compensation from the Company as a director, but will be entitled to receive certain travel and charitable contribution benefits related to service as a director. For a description of such travel benefits, see "2021 Director Compensation" in the Company's definitive proxy statement for its 2022 Annual Meeting of Stockholders held on May 25, 2022 filed with the Securities and Exchange Commission on April 14, 2022.

Other than pursuant to the rights of the ALPA-MEC described above, there were no arrangements or understandings between Captain Thompson and any other persons pursuant to which he was appointed to the Board, and since the beginning of the last fiscal year, there have been no related party transactions between the Company and Captain Thompson that would be reportable under Item 404(a) of Regulation S-K.

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: January 27, 2023