



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): December 6, 2021

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, Chicago, IL
(Address of principal executive offices)

60606
(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))

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.

On December 6, 2021, the board of directors (the “Board”) of United Airlines Holdings, Inc. (the “Company”), upon the recommendation of the Nominating/Governance Committee, elected Matthew Friend to serve as a member of the Board effective immediately for a term continuing to the Company’s next Annual Meeting of Stockholders, when Mr. Friend will be a nominee for election by stockholders. The size of the Board was increased from 13 directors to 14 directors effective immediately in connection with the election of Mr. Friend.

The Board also determined that Mr. Friend is “independent” under the applicable standards of The Nasdaq Stock Market and the independence standards adopted by the Board in the Company’s Corporate Governance Guidelines. The Board also approved the recommendation of the Nominating/Governance Committee of the Board to assign Mr. Friend to serve as a member of the Audit Committee and the Compensation Committee of the Board.

There were no arrangements or understandings between Mr. Friend and any other persons pursuant to which he was elected to the Board, and since the beginning of the last fiscal year, there have been no related party transactions between the Company and Mr. Friend that would be reportable under Item 404(a) of Regulation S-K.

Mr. Friend will receive compensation for his service as a non-employee director on the Board in accordance with the Company’s standard compensatory arrangement for non-employee directors, subject to proration to reflect the commencement date of his service on the Board. The non-employee director compensation program is described under the caption “2020 Director Compensation” in the Company’s definitive proxy statement for its 2021 Annual Meeting of Stockholders held on May 26, 2021 filed with the Securities and Exchange Commission on April 15, 2021.

Item 7.01 Regulation FD Disclosure.

On December 6, 2021, the Company issued a press release regarding Mr. Friend’s appointment to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 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.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release of United Airlines Holdings, Inc. dated December 6, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 AIRLINES HOLDINGS, INC.

By: /s/ Robert S. Rivkin

Name: Robert S. Rivkin

Title: Senior Vice President and General Counsel

Date: December 6, 2021