



UNITED AIRLINES HOLDINGS, INC.

FORM 8-K

(Current Report Filing)

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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): **March 3, 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	60606 (Zip Code)

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.

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 to fill any vacancies in such directorship.

Captain Todd M. Insler has occupied the ALPA-MEC director position on the Board since 2016. On March 3, 2022, ALPA notified the Company that Captain Insler had reached the end of his third and final term as ALPA-MEC chair on March 1, 2022 and would leave the Board effective immediately. Captain Insler'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 Insler for his Board service and for his significant contributions to the Company.

The ALPA-MEC also notified the Company that the ALPA-MEC has designated Captain Michael Hamilton to fill the vacancy resulting from Captain Insler's departure, effective March 3, 2022. At this time, the Board has not yet designated any committees upon which Captain Hamilton will serve.

Other than pursuant to the rights of the ALPA-MEC described above, there were no arrangements or understandings between Captain Hamilton 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 Hamilton that would be reportable under Item 404(a) of Regulation S-K.

As a director elected by a class of stock other than our common stock, Captain Hamilton 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 "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.

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

Date: March 7, 2022