



# UNITED AIRLINES HOLDINGS, INC.

## FORM 8-A12B/A

(Amended Securities Registration (Section 12(B)))

Filed 04/23/24

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A/A  
(Amendment No. 2)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**UNITED AIRLINES HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**36-2675207**

(IRS Employer  
Identification No.)

**233 S. Wacker Drive, Chicago, IL**

(Address of principal executive offices)

**60606**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

**Preferred Stock Purchase Rights**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐ "

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐ "

Securities Act registration statement or Regulation A offering statement file number to which this form relates:       N/A       (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

      None      

(Title of class)

**Item 1. Description of Registrant's Securities To Be Registered.**

This Form 8-A/A further amends the registration statement on Form 8-A filed by United Airlines Holdings, Inc. (the "Company") with the Securities and Exchange Commission on December 7, 2020, and as amended on December 4, 2023, relating to preferred stock purchase rights under the Tax Benefits Preservation Plan, dated as of December 4, 2020 and as amended as of January 21, 2021 and December 4, 2023 (the "Plan"), by and between the Company and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"). The Plan, the purpose of which is to help protect the Company's ability to recognize certain tax benefits in future periods from net operating losses and other tax attributes, was originally entered into on December 4, 2020 and was scheduled to expire at the Close of Business (as defined in the Plan) on December 4, 2023. On January 21, 2021, the Company and the Rights Agent entered into that certain Amendment No. 1 to Tax Benefits Preservation Plan ("Amendment No. 1"), which added that certain Warrant Agreement, dated as of January 15, 2021, by and between the Company and the United States Department of the Treasury to the definition of "Warrant Agreements" under the Plan. On December 4, 2023, the Company and the Rights Agent entered into that certain Amendment No. 2 to Tax Benefits Preservation Plan ("Amendment No. 2"), which (i) added that certain Warrant Agreement, dated as of April 29, 2021, by and between the Company and the United States Department of the Treasury to the definition of "Warrant Agreements" under the Plan, (ii) extended the expiration time to the Close of Business on December 4, 2026 (subject to other earlier termination events, including if stockholder approval of the Plan, as amended, has not been obtained at the Company's 2024 annual meeting of stockholders) and (iii) changed the exercise price for each one one-thousandth of a share of Series A Junior Participating Serial Preferred Stock from \$250.00 to \$200.00 (and made other conforming changes to the Plan). On April 22, 2024, the Company and the Rights Agent entered into that certain Amendment No. 3 to Tax Benefits Preservation Plan ("Amendment No. 3" and, together with Amendment No. 1 and Amendment No. 2, the "Amendments"), which revised the definitions of "Beneficial Owner," "Beneficially Own" and "Beneficial Ownership" under the Plan (and made other conforming changes to the Plan).

The foregoing description of the Plan and the Amendments does not purport to be complete and is qualified in its entirety by

reference to the full text of the Plan, which is filed as Exhibit 4.1 to the Company's registration statement on Form 8-A filed on December 7, 2020, Amendment No. 1, which is filed as Exhibit 4.18 to the Company's annual report on Form 10-K filed on March 1, 2021, Amendment No. 2, which is filed as Exhibit 4.3 to the Company's registration statement on Form 8-A/A filed on December 4, 2023, and Amendment No. 3, which is filed as Exhibit 4.4 to this registration statement on Form 8-A/A, each of which is incorporated herein by reference.

**Item 2. Exhibits.**

| <b>Exhibit<br/>Number</b>  | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                                                               |
|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <a href="#"><u>3.1</u></a> | <a href="#"><u>Certificate of Designation of the Series A Junior Participating Serial Preferred Stock of the Company, dated December 4, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Form 8-A, filed on December 7, 2020)</u></a>                                                                                        |
| <a href="#"><u>4.1</u></a> | <a href="#"><u>Tax Benefits Preservation Plan, dated as of December 4, 2020, by and between the Company and Computershare Trust Company, N.A., as rights agent (which includes the Form of Rights Certificate as Exhibit B thereto) (incorporated by reference to Exhibit 4.1 to the Company's Form 8-A, filed on December 7, 2020)</u></a> |
| <a href="#"><u>4.2</u></a> | <a href="#"><u>Amendment No. 1 to Tax Benefits Preservation Plan, dated as of January 21, 2021, by and between the Company and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.18 to the Company's Form 10-K, filed on March 1, 2021)</u></a>                                                    |
| <a href="#"><u>4.3</u></a> | <a href="#"><u>Amendment No. 2 to Tax Benefits Preservation Plan, dated as of December 4, 2023, by and between the Company and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.3 to the Company's Form 8-A/A, filed on December 4, 2023)</u></a>                                                 |
| <a href="#"><u>4.4</u></a> | <a href="#"><u>Amendment No. 3 to Tax Benefits Preservation Plan, dated as of April 22, 2024, by and between the Company and Computershare Trust Company, N.A., as rights agent.</u></a>                                                                                                                                                    |

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**UNITED AIRLINES HOLDINGS, INC.**

April 23, 2024

By: /s/ Michael Leskinen  
Michael Leskinen  
Executive Vice President and Chief Financial Officer

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