

CONTINENTAL AIRLINES INC /DE/

Form 8-K

January 26, 2012

**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 26, 2012

**UNITED CONTINENTAL HOLDINGS, INC.**

**UNITED AIR LINES, INC.**

**CONTINENTAL AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

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|   |                             |   |
|---|-----------------------------|---|
| <b>Delaware</b>                                       | <b>001-06033</b>            | <b>36-2675207</b>                       |
| <b>Delaware</b>                                       | <b>001-11355</b>            | <b>36-2675206</b>                       |
| <b>Delaware</b>                                       | <b>001-10323</b>            | <b>74-2099724</b>                       |
| (State or other jurisdiction<br>of incorporation)     | (Commission<br>File Number) | (IRS Employer<br>Identification Number) |
| <b>77 W. Wacker Drive, Chicago, IL</b>                |                             | <b>60601</b>                            |
| <b>77 W. Wacker Drive, Chicago, IL</b>                |                             | <b>60601</b>                            |
| <b>1600 Smith Street, Dept. HQSEO, Houston, Texas</b> |                             | <b>77002</b>                            |
| (Address of principal executive offices)              |                             | (Zip Code)                              |
|   | <b>(312) 997-8000</b>       |   |
|   | <b>(312) 997-8000</b>       |   |
|   | <b>(713) 324-2950</b>       |   |

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))

**Item 2.02 Results of Operations and Financial Condition.**

On January 26, 2012, United Continental Holdings, Inc. ( UAL ), the holding company whose primary subsidiaries are United Air Lines, Inc. ( United ) and Continental Airlines, Inc. ( Continental ), issued a press release announcing the financial results of United and Continental for fourth quarter and full year 2011. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02, including Exhibit 99.1, 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 7.01 Regulation FD Disclosure.**

On January 26, 2012, UAL will provide an investor update related to the financial and operational outlook for United and Continental for first quarter and full year 2012. A copy of the investor update is attached as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.2, 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.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1*              | Press Release issued by United Continental Holdings, Inc. dated January 26, 2012 |
| 99.2*              | United Continental Holdings, Inc. Investor Update dated January 26, 2012         |

\* Furnished herewith electronically.

**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 CONTINENTAL HOLDINGS, INC.  
UNITED AIR LINES, INC.  
CONTINENTAL AIRLINES, INC.**

By: /s/ Chris Kenny  
Name: Chris Kenny  
Title: Vice President and Controller

Date: January 26, 2012

**EXHIBIT INDEX**

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