

United Continental Holdings, Inc.
Form 8-K
May 24, 2018

**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): **May 23, 2018**

UNITED CONTINENTAL 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.)

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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))

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2018, United Continental Holdings, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the Annual Meeting). The proposals submitted to the stockholders at the Annual Meeting were as follows:

- Proposal 1 the election of the nominees to the Company's Board of Directors (the Board);
- Proposal 2 the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries for the fiscal year ending December 31, 2018;
- Proposal 3 an advisory vote to approve the compensation of the Company's named executive officers, as presented in the Company's definitive proxy statement; and
- Proposal 4 a stockholder proposal regarding the threshold required to call special stockholder meetings.

Each proposal is described in detail in the Company's definitive proxy statement, which was filed with the Securities and Exchange Commission on April 23, 2018.

At the Annual Meeting, the Company's stockholders elected each director nominee to the Board and ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries for the fiscal year ending December 31, 2018. The stockholders approved, in an advisory vote, the compensation of the Company's named executive officers, as presented in the Company's definitive proxy statement. The stockholder proposal regarding the threshold required to call special stockholder meetings was not approved by the Company's stockholders. The final voting results for each proposal, including the number of votes cast for and against, and the number of abstentions and broker non-votes, as applicable, are set forth below.

Proposal 1 Election of Directors

In accordance with the Company's Amended and Restated Bylaws, the Company's stockholders elected a total of 14 director nominees to the Board, of which 12 director nominees were elected by the holders of the Company's common stock, one director nominee was elected by the holder of the Company's one share of Class Pilot MEC Junior Preferred Stock, and one director nominee was elected by the holder of the Company's one share of Class IAM Junior Preferred Stock.

The holders of the Company's common stock elected the 12 director nominees listed in the table below.

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| | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|----------------|----------------|-------------------------|
| Carolyn Corvi | 232,827,094 | 2,740,422 | 271,791 | 19,793,298 |
| Jane C. Garvey | 231,868,353 | 3,670,242 | 300,712 | 19,793,298 |
| Barney Harford | 231,961,443 | 3,493,652 | 384,212 | 19,793,298 |
| Michele J. Hooper | 232,815,011 | 2,646,400 | 377,896 | 19,793,298 |
| Walter Isaacson | 230,636,874 | 4,835,893 | 366,540 | 19,793,298 |
| James A. C. Kennedy | 233,347,941 | 2,122,315 | 369,051 | 19,793,298 |
| Oscar Munoz | 233,748,646 | 1,938,912 | 151,749 | 19,793,298 |
| William R. Nuti | 228,604,002 | 6,822,440 | 412,865 | 19,793,298 |
| Edward M. Philip | 232,007,180 | 3,452,620 | 379,507 | 19,793,298 |
| Edward L. Shapiro | 233,320,732 | 2,138,527 | 380,048 | 19,793,298 |
| David J. Vitale | 231,239,875 | 4,214,765 | 384,667 | 19,793,298 |
| James M. Whitehurst | 215,305,620 | 20,176,210 | 357,477 | 19,793,298 |

In addition, the United Airlines Pilots Master Executive Council of the Air Line Pilots Association, International (ALPA), the holder of the Company's one share of Class Pilot MEC Junior Preferred Stock, elected Todd M. Insler as the ALPA director, and the International Association of Machinists and Aerospace Workers (IAM), the holder of the Company's one share of Class IAM Junior Preferred Stock, elected Sito Pantoja as the IAM director.

Proposal 2 Ratification of Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year Ending December 31, 2018

The Company's stockholders ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries for the fiscal year ending December 31, 2018.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 251,361,392 | 3,641,376 | 629,837 | |

Proposal 3 Advisory Vote to Approve the Compensation of the Company's Named Executive Officers

The Company's stockholders approved, in an advisory and non-binding vote, the compensation of the Company's named executive officers, as presented in the Company's definitive proxy statement.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 228,350,800 | 7,042,720 | 445,787 | 19,793,298 |

Proposal 4 Stockholder Proposal regarding the Threshold Required to Call Special Stockholder Meetings

The stockholder proposal regarding the threshold required to call special stockholder meetings was not approved by the Company's stockholders

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 57,804,818 | 177,243,200 | 791,289 | 19,793,298 |

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.

| | |
|--------|--|
| By: | /s/ Jennifer L. Kraft |
| Name: | Jennifer L. Kraft |
| Title: | Vice President and Corporate Secretary |

Date: May 24, 2018