

United Continental Holdings, Inc.  
Form 8-K  
June 13, 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): June 12, 2012

**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  
(I.R.S. Employer  
Identification No.)

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**77 W. Wacker Drive, Chicago, IL**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (312) 997-8000**

**60601**  
(Zip Code)

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 (see General Instruction A.2. below):

- ..  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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 12, 2012, United Continental Holdings, Inc. (the Company) held its 2012 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 members of 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, 2012; and

Proposal 3 an advisory resolution approving the compensation of the Company's named executive officers as presented in the Company's definitive proxy statement.

Each proposal is described in detail in the Company's definitive proxy statement, which was filed with the Securities and Exchange Commission on April 27, 2012.

At the Annual Meeting, the Company's stockholders re-elected each director nominee of the Board and ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries. The stockholders also 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. The final voting results for each proposal, including the number of votes cast for, against or withheld, 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 13 director nominees to the Board, of which 11 directors were elected by the holders of the Company's common stock, one director was elected by the holder of the Company's one share of Class Pilot MEC Junior Preferred Stock and one director 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 11 director nominees listed in the table below.

|                     | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|-------------|-----------------|-------------------------|
| Carolyn Corvi       | 256,550,834 | 5,432,353       | 24,705,017              |
| Jane C. Garvey      | 256,978,109 | 5,005,078       | 24,705,017              |
| Walter Isaacson     | 257,751,181 | 4,232,006       | 24,705,017              |
| Henry L. Meyer III  | 254,616,572 | 7,366,615       | 24,705,017              |
| Oscar Munoz         | 257,388,804 | 4,594,383       | 24,705,017              |
| Laurence E. Simmons | 256,341,635 | 5,641,552       | 24,705,017              |
| Jeffery A. Smisek   | 256,578,902 | 5,404,285       | 24,705,017              |
| Glenn F. Tilton     | 251,415,310 | 10,567,877      | 24,705,017              |
| David J. Vitale     | 257,324,405 | 4,658,782       | 24,705,017              |
| John H. Walker      | 257,233,960 | 4,749,227       | 24,705,017              |
| Charles A. Yamarone | 255,614,107 | 6,369,080       | 24,705,017              |

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 James J. Heppner 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 Stephen R. Canale as the IAM director.

**Proposal 2 Appointment of the Independent Registered Public Accounting Firm for 2012**

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, 2012.

| For         | Against   | Abstained | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 281,200,027 | 4,239,440 | 1,248,737 | 0                |

**Proposal 3 Advisory Resolution Approving the Compensation of the 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    | Abstained | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 231,683,388 | 29,773,590 | 526,209   | 24,705,017       |

**Item 8.01 Other Events.**

Effective June 12, 2012, the independent directors of the Board designated Henry L. Meyer III as the lead independent director of the Board.

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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/ Brett J. Hart

Name: Brett J. Hart

Title: Executive Vice President, General Counsel and

Secretary

Date: June 13, 2012