

United Continental Holdings, Inc.
Form 8-K
June 12, 2014

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 11, 2014

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)
(827) 825-4000

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(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 5.07 Submission of Matters to a Vote of Security Holders.

On June 11, 2014, United Continental Holdings, Inc. (the Company) held its 2014 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, 2014;

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

Proposal 4 approval of the amendment and restatement of the Company's 2006 Director Equity Incentive Plan.

Each proposal is described in detail in the Company's definitive proxy statement, which was filed with the Securities and Exchange Commission on April 25, 2014.

At the Annual Meeting, the Company's stockholders elected each director nominee to the Board, ratified the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries, and approved the amendment and restatement of the Company's 2006 Director Equity Incentive Plan. 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 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 13 director nominees to the Board, of which 11 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 11 director nominees listed in the table below.

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|----------------|----------------|-------------------------|
| Carolyn Corvi | 319,605,843 | 6,066,060 | 1,048,134 | 24,291,576 |
| Jane C. Garvey | 320,711,261 | 4,989,638 | 1,019,138 | 24,291,576 |
| Walter Isaacson | 320,527,276 | 5,174,546 | 1,018,215 | 24,291,576 |
| Henry L. Meyer III | 319,574,158 | 6,111,535 | 1,034,344 | 24,291,576 |
| Oscar Munoz | 319,571,427 | 6,089,617 | 1,058,993 | 24,291,576 |
| William R. Nuti | 319,479,265 | 6,169,850 | 1,070,922 | 24,291,576 |

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| | | | | |
|---------------------|-------------|-----------|-----------|------------|
| Laurence E. Simmons | 319,280,296 | 6,411,774 | 1,027,967 | 24,291,576 |
| Jeffery A. Smisek | 316,165,665 | 9,167,647 | 1,386,725 | 24,291,576 |
| David J. Vitale | 317,310,595 | 8,314,743 | 1,094,699 | 24,291,576 |
| John H. Walker | 318,981,361 | 6,699,699 | 1,038,977 | 24,291,576 |
| Charles A. Yamarone | 320,336,651 | 5,311,091 | 1,072,295 | 24,291,576 |

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 Richard A. Delaney as the IAM director.

Proposal 2 Ratification of the Appointment of the Independent Registered Public Accounting Firm for 2014

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, 2014.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 343,507,531 | 6,260,235 | 1,243,847 | 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 | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 312,489,505 | 13,169,268 | 1,061,264 | 24,291,576 |

Proposal 4 Approval of the Amendment and Restatement of the United Continental Holdings, Inc. 2006 Director Equity Incentive Plan

The Company's stockholders approved the amendment and restatement of the Company's 2006 Director Equity Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 316,559,709 | 9,002,809 | 1,157,519 | 24,291,576 |

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/ Brett J. Hart

Name: Brett J. Hart

Title: Executive Vice President, General
Counsel and Secretary

Date: June 12, 2014