

CONTINENTAL AIRLINES INC /DE/
Form 8-K
March 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): March 13, 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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Delaware	001-06033	36-2675207
Delaware	001-11355	36-2675206
Delaware	001-10323	74-2099724
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification Number)

77 W. Wacker Drive, Chicago, IL	60601
77 W. Wacker Drive, Chicago, IL	60601
1600 Smith Street, Dept. HQSEO, Houston, Texas	77002
(Address of principal executive offices)	(Zip Code)
(312) 997-8000	
(312) 997-8000	
(713) 324-2950	

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 7.01 Regulation FD Disclosure.

Jeffery A. Smisek, President and Chief Executive Officer of United Continental Holdings, Inc., the holding company whose primary subsidiaries are United Air Lines, Inc. and Continental Airlines, Inc., will speak at the 2012 J.P. Morgan Aviation, Transportation and Defense Conference on Tuesday, March 13, 2012. Attached hereto as Exhibit 99.1 are slides that will be presented at that time.

The information in this Item 7.01, 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 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1*	United Continental Holdings, Inc. slide presentation delivered on March 13, 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/ Brett J. Hart

Name: Brett J. Hart

Title: Executive Vice President, General Counsel
and Secretary

Date: March 13, 2012

EXHIBIT INDEX

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top" style="font-size: 10pt; color: #000000; background: transparent"> *Section 5.3 (Record Dates)*: This Section has been amended to establish a record date where no record date is fixed by the Board and to provide for the determination of a record date for notice of or to determine eligibility to vote at any adjourned meeting.

In addition, certain non-substantive language and conforming changes and other technical edits and updates were made to the Bylaws.

The preceding discussion of the amendments to the Company's Bylaws is qualified in its entirety by the text of the amended and restated Bylaws, which are filed as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Stockholders was held on April 27, 2010 (the Annual Meeting). Set forth below are the matters acted upon by the Company's stockholders at the Annual Meeting, and the final voting results on each such matter.

1. **Election of Directors.** Ten persons were nominated by the Board for election as directors of the Company, each to hold office for a one year term expiring at the 2011 Annual Meeting of Stockholders and until his successor is duly elected and qualified. The votes cast for, or withheld, as well as abstentions and broker non-votes, with respect to, each nominee, all of whom were elected, were as follows:

Name of Director	Votes For	Votes	
		Withheld/Abstentions	Broker Non-Votes
Charles Chadwell	418,562,243	593,859	8,300,282
Ivor Evans	418,184,135	971,967	8,300,282
Paul Fulchino	387,321,399	31,834,703	8,300,282
Richard Gephardt	391,891,658	27,264,444	8,300,282
Robert Johnson	418,559,389	596,713	8,300,282
Ronald Kadish	418,533,323	622,779	8,300,282
Francis Raborn	418,564,974	591,128	8,300,282
Jeff Turner	418,288,968	867,134	8,300,282
James Welch	418,261,167	894,935	8,300,282
Nigel Wright	403,001,379	16,154,723	8,300,282

2. **Ratification of Appointment of Independent Registered Public Accounting Firm.** A resolution that the stockholders ratify the action of the Company's Audit Committee in selecting and appointing PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2010 was submitted to, and voted upon by, the stockholders. There were 427,315,622 votes in favor of, and 83,655 votes against, said resolution. The holders of 57,097 votes abstained and there were no broker non-votes. Having received the affirmative majority vote of stockholders entitled to vote and present at the Annual Meeting, in person or by proxy, the resolution was adopted.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Exhibit Description

3.1 Third Amended and Restated By-Laws of Spirit AeroSystems Holdings, Inc.*

* Filed herewith.

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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.

SPIRIT AEROSYSTEMS HOLDINGS, INC.

Date: May 3, 2010

By: */s/ Jonathan A. Greenberg*

Name: Jonathan A. Greenberg

Title: Senior Vice President, General
Counsel and Secretary