

UNITED AIRLINES, INC.  
Form 8-K  
November 06, 2017

**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): November 6, 2017**

**UNITED AIRLINES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-10323**  
**(Commission**

**File Number)**

**74-2099724**  
**(IRS Employer**

**Identification Number)**

**233 S. Wacker Drive, Chicago, IL**  
**(Address of principal executive offices)**

**(872) 825-4000**

**60606**  
**(Zip Code)**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in 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 8.01. Other Events.**

On November 6, 2017, United Airlines, Inc. (the Company ) caused Wilmington Trust, National Association, as pass through trustee for two pass through trusts newly-formed by the Company, to issue and sell Pass Through Certificates, Series 2016-1B, in the aggregate principal amount of \$258,348,000, and Pass Through Certificates, Series 2016-2B in the aggregate principal amount of \$236,173,000 (collectively, the Certificates ).

The offer and sale of the Certificates were registered pursuant to the Securities Act of 1933, as amended, under the Company s automatic shelf registration statement on Form S-3 (File No. 333-203630) (the Registration Statement ).

This Current Report on Form 8-K is being filed for the purpose of adding the opinion of Hughes Hubbard & Reed LLP that the Certificates are binding obligations as an exhibit with respect to the Registration Statement. See Item 9.01 of this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The documents listed as exhibits below are filed as exhibits with reference to the Registration Statement. The Registration Statement and the final Prospectus Supplement, dated October 23, 2017, to the Prospectus, dated April 24, 2015, relate to the offering of the Certificates.

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | <u>Opinion of Hughes Hubbard &amp; Reed LLP</u>                           |
| 23.1        | <u>Consent of Hughes Hubbard &amp; Reed LLP (included in Exhibit 5.1)</u> |

EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 5.1         | Opinion of Hughes Hubbard & Reed LLP                           |
| 23.1        | Consent of Hughes Hubbard & Reed LLP (included in Exhibit 5.1) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, United Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED AIRLINES, INC.

Date: November 6, 2017

By /s/ Gerald Laderman  
Name: Gerald Laderman  
Title: Senior Vice President Finance,  
Procurement and Treasurer