

United Continental Holdings, Inc.
Form S-8
August 01, 2014

As filed with the Securities and Exchange Commission on August 1, 2014

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNITED CONTINENTAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

233 S. Wacker Drive

36-2675207
(I.R.S. Employer
Identification No.)

60606

Chicago, Illinois

(Address of Principal Executive Offices)

(Zip Code)

United Continental Holdings, Inc. 2006 Director Equity Incentive Plan, As Amended and Restated

(Full Title of the Plan)

Brett J. Hart

Executive Vice President, General Counsel and Secretary

United Continental Holdings, Inc.

233 S. Wacker Drive

Chicago, Illinois 60606

(872) 825-4000

(Name and address, including zip code, and telephone number, including area code, of agent for services)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Small reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value per share	300,000(2)	\$46.585(3)	\$13,975,500(3)	\$1,800.04

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement on Form S-8 (this Registration Statement) shall also cover any additional shares of Common Stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents additional shares that are available for issuance or distribution under the United Continental Holdings, Inc. 2006 Director Equity Incentive Plan, as amended and restated, as approved by the registrant s stockholders at the registrant s Annual Meeting of Stockholders held on June 11, 2014.
- (3) Estimated pursuant to Rules 457(c) and (h) under the Securities Act, solely for purposes of calculating the amount of the registration fee, based upon the average of the high and low prices of the registrant s Common Stock reported on the New York Stock Exchange o