

**PRICING SUPPLEMENT**  
November 1, 2013

**United Continental Holdings, Inc.**

**\$300,000,000 6.000% Senior Notes due 2020**

**Pricing Supplement dated November 1, 2013 to the Preliminary Prospectus Supplement dated November 1, 2013 of United Continental Holdings, Inc. (the "Preliminary Prospectus Supplement").**

This Pricing Supplement is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Supplement supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement.

Unless otherwise indicated, terms used but not defined herein have the meanings assigned to such terms in the Preliminary Prospectus Supplement.

<b>Issuer:</b>	United Continental Holdings, Inc. ("UAL")
<b>Guarantor:</b>	United Airlines, Inc. ("United")
<b>Aggregate Principal Amount:</b>	\$300,000,000
<b>Title of Securities:</b>	6.000% Senior Notes due 2020
<b>Distribution:</b>	SEC registered
<b>Maturity:</b>	December 1, 2020
<b>Coupon:</b>	6.000%
<b>Public Offering Price:</b>	100%
<b>Yield to Maturity:</b>	6.000%
<b>Spread to Benchmark Treasury:</b>	401 basis points
<b>Benchmark Treasury:</b>	2.625% due November 15, 2020
<b>Ratings*:</b>	B2/B
<b>Underwriting Discounts and Commissions:</b>	\$2,379,000
<b>Proceeds, Before Expenses, to UAL:</b>	\$297,621,000
<b>Interest Payment Dates:</b>	June 1 and December 1, commencing June 1, 2014
<b>Optional Redemption:</b>	Make-whole call at T+50 bps
<b>Change of Control:</b>	Put at 101% of principal plus accrued interest
<b>Underwriters:</b>	<u>Principal Amount of Notes</u>
Morgan Stanley & Co. LLC	\$210,000,000
Credit Suisse Securities (USA) LLC	\$ 90,000,000
<b>Discount on Sales to Dealers:</b>	0.375%
<b>Discount on Resales by Dealers:</b>	0.250%
<b>Trade Date:</b>	November 1, 2013
<b>Settlement Date:</b>	November 8, 2013 (T+5)
<b>CUSIP:</b>	910047AG4
<b>ISIN:</b>	US910047AG49
<b>Denominations:</b>	\$2,000 x \$1,000

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley toll-free at 1-866-718-1649 or Credit Suisse toll-free at 1-800-221-1037.

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\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.