

UNITED AIRLINES, INC.  
Form FWP  
March 24, 2014

**Issuer Free Writing Prospectus**

**Filed pursuant to Rule 433(d)**

**Registration No. 333-181014-01**

**Pricing Supplement**

**Dated March 24, 2014**

**United Airlines, Inc.**

**\$949,459,000**

**2014-1 Pass Through Trust**

**Class A and Class B Pass Through Certificates, Series 2014-1**

Pricing Supplement dated March 24, 2014 to the preliminary prospectus supplement dated March 24, 2014 relating to the Class A Certificates and Class B Certificates referred to below (as supplemented, the Preliminary Prospectus Supplement ) of United Airlines, Inc. ( United ).

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>Securities:</b>	<b>Class A Pass Through Certificates, Series 2014-1 ( Class A Certificates )</b>	<b>Class B Pass Through Certificates, Series 2014-1 ( Class B Certificates )</b>
<b>Amount:</b>	\$736,647,000	\$212,812,000
<b>CUSIP:</b>	90932P AA6	90932P AB4
<b>ISIN:</b>	US90932PAA66	US90932PAB40
<b>Coupon:</b>	4.00%	4.75%
<b>Make-Whole Spread over Treasuries:</b>	0.25%	0.50%
<b>Available Amount under Liquidity Facility at April 11, 2015:</b>	\$44,198,820	\$15,162,855
<b>Initial Maximum Commitment Amount Under Liquidity Facility:</b>	\$44,526,219	\$15,275,173
<b>Public Offering Price:</b>	100%	100%

**Underwriting:**

Morgan Stanley & Co. LLC	\$116,636,000	\$33,696,000
Credit Suisse Securities (USA) LLC	\$116,636,000	\$33,696,000
Deutsche Bank Securities Inc.	\$116,636,000	\$33,695,000
Citigroup Global Markets Inc.	\$116,636,000	\$33,695,000
Barclays Capital Inc.	\$116,636,000	\$33,694,000
Goldman, Sachs & Co.	\$116,636,000	\$33,694,000
Credit Agricole Securities (USA) Inc.	\$36,831,000	\$10,642,000

**Concession to Selling Group Members:** 0.50% 0.50%

**Discount to Broker/Dealers:** 0.25% 0.25%

**Underwriting Commission:** \$9,494,590

**Settlement:** April 7, 2014 (T+10) closing date, the tenth business day after the date hereof

**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.**