

CONTINENTAL AIRLINES INC /DE/  
Form 8-K  
March 28, 2012

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 22, 2012

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

Delaware (State or other jurisdiction of incorporation)	1-10323 (Commission File Number)	74-2099724 (IRS Employer Identification No.)
---	-------------------------------------	---

1600 Smith Street, Dept. HQSEO, Houston, Texas (Address of principal executive offices)	77002 (Zip Code)
--	---------------------

(713) 324-2950  
(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On March 22, 2012, Continental Airlines, Inc. (the “Company”), Wilmington Trust Company, as subordination agent and pass through trustee (the “Trustee”) under certain pass through trusts newly formed by the Company, U.S. Bank National Association, as escrow agent under the Escrow Agreements (as defined below), and Wilmington Trust Company, as paying agent (“Paying Agent”) under the Escrow Agreements, entered into the Note Purchase Agreement, dated as of March 22, 2012 (the “Note Purchase Agreement”). The Note Purchase Agreement provides for the future issuance by the Company of equipment notes (the “Equipment Notes”) in the aggregate principal amount of \$892,138,000 to finance (i) three Boeing aircraft acquired by the Company in 2009 (collectively, the “Encumbered Aircraft”) and (ii) 18 new Boeing aircraft selected from among 24 new Boeing aircraft scheduled for delivery from February 2012 through December 2012 (collectively, such new aircraft to be financed, the “New Aircraft” and, together with the Encumbered Aircraft, the “Aircraft”). Pursuant to the Note Purchase Agreement, upon the financing of each Aircraft, the Trustee will purchase Equipment Notes issued under a trust indenture and mortgage (each, an “Indenture” and, collectively, the “Indentures”) with respect to such Aircraft to be entered into by the Company, Wilmington Trust, National Association, as securities intermediary, and Wilmington Trust Company, as mortgagee.

Each Indenture contemplates the issuance of Equipment Notes in two series: Series A, bearing interest at the rate of 4.150% per annum, and Series B, bearing interest at the rate of 6.250% per annum, in aggregate principal amounts (once all the Equipment Notes have been issued) equal to \$753,035,000 and \$139,103,000, respectively. The Equipment Notes will be purchased by the Trustee, using the proceeds from the sale of Pass Through Certificates, Series 2012-1A, and Pass Through Certificates, Series 2012-1B (collectively, the “Certificates” and each series of the Certificates, a “Class”).

Pending the purchase of the Equipment Notes, the proceeds from the sale of the Certificates of each Class were placed in escrow by the Trustee pursuant to an Escrow and Paying Agent Agreement, dated as of March 22, 2012, among U.S. Bank National Association, as escrow agent, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC, for themselves and on behalf of the several Underwriters of the Certificates, and Wilmington Trust Company, as Trustee and Paying Agent, corresponding to such Class (each, an “Escrow Agreement” and, collectively, the “Escrow Agreements”). The escrowed funds were deposited with Natixis S.A., acting through its New York Branch, under a separate deposit agreement for each Class of Certificates, each dated as of March 22, 2012, between U.S. Bank National Association, as escrow agent, and Natixis S.A., acting through its New York Branch, as depository.

The interest on the Equipment Notes and the escrowed funds is payable semi-annually on each April 11 and October 11, beginning on October 11, 2012. The principal payments on the Equipment Notes are scheduled on April 11 and October 11 in certain years, beginning on October 11, 2013. The final payments will be due on April 11, 2024, in the case of the Series A Equipment Notes, and April 11, 2020, in the case of the Series B Equipment Notes. Maturity of the Equipment Notes may be accelerated upon the occurrence of certain events of default, including failure by the Company (in some cases after notice or the expiration of a grace period,

or both) to make payments under the applicable Indenture when due or to comply with certain covenants, as well as certain bankruptcy events involving the Company. The Equipment Notes issued with respect to each Aircraft will be secured by a lien on such Aircraft and will also be cross-collateralized by the other Aircraft financed pursuant to the Note Purchase Agreement.

The Certificates were registered for offer and sale pursuant to the Securities Act of 1933, as amended (the “Securities Act”), under the Company’s automatic shelf registration statement on Form S-3 (File No. 333-158781) (the “Registration Statement”). The foregoing description of these agreements and instruments is qualified in its entirety by reference to these agreements and instruments, copies of which are filed herewith as exhibits and are incorporated by reference herein. For a more detailed description of the agreements and instruments entered into by the Company with respect to the Certificates, see the disclosure under the captions “Description of the Certificates”, “Description of the Deposit Agreements”, “Description of the Escrow Agreements”, “Description of the Liquidity Facilities”, “Description of the Intercreditor Agreement”, “Description of the Equipment Notes” and “Underwriting” contained in the Company’s final Prospectus Supplement, dated March 8, 2012 (the “Prospectus Supplement”), to the Prospectus, dated April 24, 2009, filed with the Securities and Exchange Commission on March 12, 2012 pursuant to Rule 424(b) under the Securities Act, which disclosure is hereby incorporated herein by reference.

Item 2.03. Creation of Direct Financial Obligation.

See Item 1.01.

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 March 8, 2012, to the Prospectus, dated April 24, 2009, relate to the offering of the Certificates.

---

SIGNATURE

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

CONTINENTAL AIRLINES, INC.

Date: March 28, 2012

By: /s/ Gerald Laderman  
Gerald Laderman  
Senior Vice President  
Finance & Treasurer

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated March 8, 2012, among the underwriters named therein, acting through their representatives Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC, Natixis S.A., acting through its New York Branch, as depositary, and Continental Airlines, Inc.
  - 4.1 Trust Supplement No. 2012-1A-O, dated as of March 22, 2012, between Wilmington Trust Company, as trustee, and Continental Airlines, Inc., to Pass Through Trust Agreement, dated as of September 25, 1997
  - 4.2 Trust Supplement No. 2012-1A-S, dated as of March 22, 2012, between Wilmington Trust Company, as trustee, and Continental Airlines, Inc., to Pass Through Trust Agreement, dated as of September 25, 1997
  - 4.3 Trust Supplement No. 2012-1B-O, dated as of March 22, 2012, between Wilmington Trust Company, as trustee, and Continental Airlines, Inc., to Pass Through Trust Agreement, dated as of September 25, 1997
  - 4.4 Trust Supplement No. 2012-1B-S, dated as of March 22, 2012, between Wilmington Trust Company, as trustee, and Continental Airlines, Inc., to Pass Through Trust Agreement, dated as of September 25, 1997
  - 4.5 Revolving Credit Agreement (2012-1A), dated as of March 22, 2012, between Wilmington Trust Company, as subordination agent, as agent and trustee, and as borrower, and Credit Suisse AG, New York Branch, as liquidity provider
  - 4.6 Revolving Credit Agreement (2012-1B), dated as of March 22, 2012, between Wilmington Trust Company, as subordination agent, as agent and trustee, and as borrower, and Credit Suisse AG, New York Branch, as liquidity provider
  - 4.7 Intercreditor Agreement, dated as of March 22, 2012, among Wilmington Trust Company, as trustee, Credit Suisse AG, New York Branch, as liquidity provider, and Wilmington Trust Company, as subordination agent and trustee
  - 4.8 Deposit Agreement (Class A), dated as of March 22, 2012, between U.S. Bank National Association, as escrow agent, and Natixis S.A., acting through its New York Branch, as depositary
  - 4.9 Deposit Agreement (Class B), dated as of March 22, 2012, between U.S. Bank National Association, as escrow agent, and Natixis S.A., acting through its New York Branch, as depositary
-

- 4.10 Escrow and Paying Agent Agreement (Class A), dated as of March 22, 2012 among U.S. Bank National Association, as escrow agent, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC, for themselves and on behalf of the several Underwriters of the Certificates, Wilmington Trust Company, as trustee, and Wilmington Trust Company, as paying agent
- 4.11 Escrow and Paying Agent Agreement (Class B), dated as of March 22, 2012 among U.S. Bank National Association, as escrow agent, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. LLC, for themselves and on behalf of the several Underwriters of the Certificates, Wilmington Trust Company, as trustee, and Wilmington Trust Company, as paying agent
- 4.12 Note Purchase Agreement, dated as of March 22, 2012, among Continental Airlines, Inc., Wilmington Trust Company, as trustee, Wilmington Trust Company, as subordination agent, U.S. Bank National Association, as escrow agent, and Wilmington Trust Company, as paying agent
- 4.13 Form of Participation Agreement (Participation Agreement between Continental Airlines, Inc. and Wilmington Trust Company, as mortgagee, subordination agent and trustee) (Exhibit B to Note Purchase Agreement)
- 4.14 Form of Indenture (Trust Indenture and Mortgage between Continental Airlines, Inc., Wilmington Trust, National Association, as securities intermediary, and Wilmington Trust Company, as mortgagee) (Exhibit C to Note Purchase Agreement)
- 4.15 Form of Continental Airlines Pass Through Certificate, Series 2012-1A-O (included in Exhibit 4.1)
- 4.16 Form of Continental Airlines Pass Through Certificate, Series 2012-1B-O (included in Exhibit 4.3)
- 23.1 Consent of Aircraft Information Services, Inc., dated March 8, 2012
- 23.2 Consent of BK Associates, Inc., dated March 8, 2012
- 23.3 Consent of Morten Beyer & Agnew, Inc., dated March 8, 2012