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CONTINENTAL AIRLINES INC /DE/  
Form 8-K  
December 03, 2001

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 28, 2001

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

Delaware  
(State or other jurisdiction  
of incorporation)

0-09781  
(Commission File Number)

74-2  
(IRS  
Identifi

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

7700  
(Zip Co

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

Item 5. Other Events.  
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On November 28, 2001, Continental Airlines, Inc., a Delaware corporation (the "Company"), entered into an Purchase Agreement, filed herewith as Exhibit 1.1 and incorporated herein by reference, with the underwriter named therein with respect to the issue and sale by the Company (the "Offering") of up to 7,751,000 (including 1,011,000 shares subject to the underwriter's over-allotment option) of its Class B common stock (the "Common Stock") in an underwritten public offering. The Company expects to close the offering in respect of all 7,751,000 shares of Common Stock on December 3, 2001.

The Company files herewith those exhibits listed in Item 7(c) below relating to its Registration Statement on Form S-3 (File No. 333-71906) as filed with the Securities and Exchange Commission on October 19, 2001.

Item 7. Financial Statements and Exhibits.  
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(c) Exhibits

- 1.1 Purchase Agreement, dated November 28, 2001, by and between Continental Airlines, Inc., Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated.
- 5.1 Opinion of Vinson & Elkins L.L.P., as to the validity of the securities.

2

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.

By: /s/ JENNIFER L. VOGEL

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Jennifer L. Vogel  
Vice President and General Counsel

December 3, 2001

3

EXHIBIT INDEX

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4