

Spirit AeroSystems Holdings, Inc.  
Form POSASR  
March 19, 2012

As filed with Securities and Exchange Commission on March 16, 2012

Registration No. 333-173369

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE**  
**AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-2436320**  
(I.R.S. Employer  
Identification No.)

**3801 South Oliver**

**Wichita, Kansas 67210**

**(316) 526-9000**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Doug Stuhlsatz, Esq.**

**Interim General Counsel & Acting Secretary**

**Spirit AeroSystems Holdings, Inc.**

**3801 South Oliver**

**Wichita, Kansas 67210**

**(316) 526-9000**

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

*Copies to:*

**Joel I. Greenberg, Esq.**

**Mark S. Kingsley, Esq.**

**Kaye Scholer LLP**

**425 Park Avenue**

**New York, New York 10022**

**(212) 836-8000**



**Approximate date of commencement of proposed sale to the public:**

**From time to time after the effective date of this registration statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-173369) of Spirit AeroSystems Holdings, Inc. (the Registration Statement ) is being filed to add Exhibit 23.3. The prospectus in the Registration Statement is not being amended and therefore, a copy of the prospectus is not included herein.

**ITEM 16. EXHIBITS**

| Exhibit No. | Description of Exhibit                                                                                                                                                                                                                                                                                 |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1         | Form of Underwriting Agreement (incorporated by reference to the Current Report on Form 8-K (File No. 001-33160), filed April 13, 2011, Exhibit 1.1)                                                                                                                                                   |
| 3.1         | Amended and Restated Certificate of Incorporation of Spirit AeroSystems Holdings, Inc. (incorporated by reference to the Annual Report on Form 10-K (File No. 001-33160), filed February 20, 2009, Exhibit 3.1)                                                                                        |
| 3.2         | Third Amended and Restated By Laws of Spirit AeroSystems Holdings, Inc. (incorporated by reference to the Current Report on Form 8-K (File No. 001-33160), filed May 3, 2010, Exhibit 3.1)                                                                                                             |
| 4.1         | Form of Class A Common Stock Certificate (incorporated by reference to Amendment No. 5 to Registration Statement on Form S-1/A (File No. 333-135486), filed November 17, 2006, Exhibit 4.1)                                                                                                            |
| 4.2         | Form of Class B Common Stock Certificate (incorporated by reference to Amendment No. 5 to Registration Statement on Form S-1/A (File No. 333-135486), filed November 17, 2006, Exhibit 4.2)                                                                                                            |
| 4.3         | Registration Agreement, dated June 16, 2005, among Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and the persons listed on Schedule A thereto (incorporated by reference to Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 4.4) |
| 5.1         | Opinion of Kaye Scholer LLP**                                                                                                                                                                                                                                                                          |
| 10.1        | Form of Indemnification Agreement (incorporated by reference to Amendment No. 1 to Registration Statement on Form S-1/A (File No. 333-135486), filed August 29, 2006, Exhibit 10.14)                                                                                                                   |
| 23.1        | Consent of Kaye Scholer LLP (included in such firm's opinion filed as Exhibit 5.1)**                                                                                                                                                                                                                   |
| 23.2        | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm**                                                                                                                                                                                                                 |
| 23.3        | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm*                                                                                                                                                                                                                  |
| 24.1        | Power of Attorney (included on the signature page of the Registration Statement)**                                                                                                                                                                                                                     |

\* Filed herewith

\*\* Previously filed

**ITEM 17. UNDERTAKINGS**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the U.S. Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however that paragraphs (1)(i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by these paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
  - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) That insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 15, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (d) The undersigned registrant hereby undertakes that:
- (i) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of the registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of the registration statement as of the time it was declared effective.
  - (ii) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.



**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wichita, State of Kansas, on the 16<sup>th</sup> day of March, 2012.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

By: /s/ Philip D. Anderson  
 Name: Philip D. Anderson  
 Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title                                                                                 | Date           |
|----------------------------------------------|---------------------------------------------------------------------------------------|----------------|
|                                              | President, Chief Executive Officer and Director                                       |                |
| Jeffrey L. Turner                            | *(Principal Executive Officer)                                                        | March 16, 2012 |
| /s/ Philip D. Anderson<br>Philip D. Anderson | Senior Vice President and<br>Chief Financial Officer<br>(Principal Financial Officer) | March 16, 2012 |
| James Steven Sharp                           | Corporate Controller and Treasurer<br>(Principal Accounting Officer)                  | March 16, 2012 |
| Charles Chadwell                             | Director                                                                              | March 16, 2012 |
| Ivor Evans                                   | Director                                                                              | March 16, 2012 |
| Paul Fulchino                                | Director                                                                              | March 16, 2012 |
| Richard Gephardt                             | Director                                                                              | March 16, 2012 |

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|                |   |                                 |                |
|----------------|---|---------------------------------|----------------|
| Robert Johnson | * | Director, Chairman of the Board | March 16, 2012 |
| Ronald Kadish  | * | Director                        | March 16, 2012 |
| Tawfiq Popatia | * | Director                        | March 16, 2012 |
| Francis Raborn | * | Director                        | March 16, 2012 |

\* By: /s/ Philip D. Anderson  
Philip D. Anderson  
Attorney-in-Fact