

Spirit AeroSystems Holdings, Inc.
Form S-8
June 17, 2011

As filed with the Securities and Exchange Commission on June 17, 2011

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SPIRIT AEROSYSTEMS HOLDINGS, INC.

(Exact name of registrant as specified in the charter)

Delaware

20-2436320

**(State or other jurisdiction of
Incorporation or organization)**

**(I.R.S. Employer
Identification No.)**

**3801 South Oliver
Wichita, Kansas 67210**

(Address, with zip code, of principal executive offices)

**SPIRIT AEROSYSTEMS HOLDINGS, INC. THIRD AMENDED AND RESTATED
LONG-TERM INCENTIVE PLAN**

(Full Title of the Plan)

**Jeffrey L. Turner
Chief Executive Officer**

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:

**Michelle A. Russell, Esq.
Senior Vice President, General Counsel &
Secretary
Spirit AeroSystems Holdings, Inc.
3801 South Oliver
Wichita, Kansas 67210
(316) 526-9000**

**Marc Salle, Esq.
Foulston Siefkin LLP
Commerce Bank Center
1551 North Waterfront Parkway
Suite 100
Wichita, Kansas 67206
(316) 291-9795**

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

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

b

(Do not check if
smaller reporting
company)

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--|--------------------------------|---|---|-----------------------------------|
| Class A Common Stock, \$0.01 par value per share SPIRIT AEROSYSTEMS HOLDINGS, INC., THIRD AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN | 3,000,000 | \$ 21.64 | \$64,920,000.00 | \$7,537.21 |

(1) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum offering price in respect of the Plan have been determined based on the average of the high and low prices reported on the New York Stock Exchange Composite Tape on June 14, 2011.

EXPLANATORY NOTE

On February 21, 2007, Spirit AeroSystems Holdings, Inc. (the Registrant) filed a registration statement on Form S-8 (Reg. No. 333-140824) with the Securities and Exchange Commission registering the offer and sale of 325,450 shares of Class A common stock, \$.01 par value per share (Class A Shares) under the Amended and Restated Long-Term Incentive Plan (the LTIP). On February 4, 2008, the LTIP was amended by the adoption of the Spirit AeroSystems Holdings, Inc. Second Amended and Restated Long-Term Incentive Plan (the Second Amended and Restated LTIP). The February 4, 2008 amendment to the LTIP was approved by the Registrant s shareholders at their annual meeting on April 22, 2008. The Second Amended and Restated LTIP increased the number of shares authorized under the LTIP by 3,000,000 Class A Shares (for an aggregate number of Class A Shares issuable under the LTIP of 3,400,000 shares). On April 23, 2008, the Registrant filed a registration statement on Form S-8 (Reg. No. 333-150401) to increase by 3,000,000 the number of Class A Shares registered for issuance under the LTIP.

On May 3, 2011, the LTIP was amended by the adoption of the Spirit AeroSystems Holdings, Inc. Third Amended and Restated Long-Term Incentive Plan (the Third Amended and Restated LTIP). The May 3, 2011 amendment to the LTIP was approved by the Registrant s shareholders at their annual meeting on May 3, 2011. The Third Amended and Restated LTIP increased the number of shares authorized under the LTIP by 3,000,000 Class A Shares (for an aggregate number of Class A Shares issuable under the LTIP of 6,400,000 shares). Pursuant to General Instruction E of Form S-8 and Rule 429, this Registration Statement is being filed to increase by 3,000,000 the number of Class A Shares registered for issuance under the LTIP.

The contents of Registration Statement (File No. 333-140824) and Registration Statement (File No. 333-150401) are incorporated herein by reference.

Item 8. Exhibits

| Exhibit No. | Description |
|--------------------|--|
| *4.1 | Specimen Copies of Registrant's Class A Common Stock |
| 5.1 | Opinion of Foulston Siefkin LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Foulston Siefkin LLP is contained in Exhibit 5.1 to this Registration Statement |
| 24.1 | Power of Attorney |
| 99.1 | Spirit AeroSystems Holdings, Inc. Third Amended and Restated Long-Term Incentive Plan |

* Incorporated by reference to Registrant's Amendment No. 5 to Form S-1, as amended (Commission File No. 333-135486) filed on November 17, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wichita, State of Kansas on June 17, 2011.

SPIRIT AEROSYSTEMS HOLDINGS, INC.

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