

Spirit AeroSystems Holdings, Inc.  
Form 10-K/A  
August 08, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington D.C. 20549**  
**Form 10-K/A**  
**(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2007**

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from**

**to**

**Commission File Number 001-33160**

**Spirit AeroSystems Holdings, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State of Incorporation)*

**20-2436320**

*(I.R.S. Employer*

*Identification Number)*

**3801 South Oliver**

**Wichita, Kansas 67210**

*(Address of principal executive offices and zip code)*

**Registrant's telephone number, including area code:**

**(316) 526-9000**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**  
Class A Common Stock, \$0.01 par value

**Name of Each Exchange on Which Registered**  
New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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):

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Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting  
company)

Smaller reporting  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the closing price of the class A common stock on June 28, 2007, as reported on the New York Stock Exchange was approximately \$3,648,552,560.

As of February 15, 2008, the registrant had outstanding 102,718,259 shares of class A common stock, \$0.01 par value per share and 36,801,233 shares of class B common stock, \$0.01 par value per share.

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**Explanatory Note**

This Amendment No. 1 (the Amendment ) to the Annual Report on Form 10-K originally filed by Spirit AeroSystems Holdings, Inc. (the Registrant ) on February 22, 2008 ( Form 10-K ) is being filed solely for the purpose of amending and restating Exhibit 31.1 and Exhibit 31.2 of the Annual Report on Form 10-K .

Exhibit 31.1 and Exhibit 31.2 are being amended to conform to the language set forth in Regulation S-K, Item 601(b)(31). Part IV, Item 15 is being amended and restated to reflect that Exhibit 31.1 and Exhibit 31.2 are being filed with this Amendment.

Except as described above, no other changes have been made to Form 10-K. The Amendment does not amend, update or change the financial statements or disclosures in Form 10-K and does not reflect events occurring after the filing of Form 10-K.

**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

| <b>Article I. Exhibit Number</b> | <b>Section 1.01 Exhibit</b>   | <b>Incorporated by Reference to the Following Documents</b>   |
|----------------------------------|---|---|
| 2.1                              | Asset Purchase Agreement, dated as of February 22, 2005, between Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and The Boeing Company   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 2.1                          |
| 2.2                              | First Amendment to Asset Purchase Agreement, dated June 15, 2005, between Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and The Boeing Company  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 2.2                          |
| 3.1                              | Amended and Restated Certificate of Incorporation of Spirit AeroSystems Holdings, Inc.  | Amendment No. 2 to Registration Statement on Form S-1/A (File No. 333-135486), filed October 30, 2006, Exhibit 3.1  |
| 3.2                              | Amended and Restated By-Laws of Spirit AeroSystems Holdings, Inc.   | Amendment No. 2 to Registration Statement on Form S-1/A (File No. 333-135486), filed October 30, 2006, Exhibit 3.2  |
| 4.1                              | Form of Class A Common Stock Certificate  | 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  | Amendment No. 5 to Registration Statement on Form S-1/A (File No. 333-135486), filed November 17, 2006, Exhibit 4.2 |
| 4.3                              | Investor Stockholders Agreement, dated June 16, 2005, among Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Onex Partners LP and the stockholders listed on the signature pages thereto | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 4.3                          |
| 4.4                              | 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  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 4.4                          |
| 10.1                             | Employment Agreement, dated June 16, 2005, between Jeffrey L. Turner and Spirit   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006,                                      |

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AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Exhibit 10.1

10.2 Employment Agreement, dated August 3, 2005, between Ulrich Schmidt and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.2

10.3 Employment Agreement, dated September 13, 2005, between Spirit AeroSystems, Inc. and H. David Walker Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.3

10.4 Employment Agreement, dated December 28, 2005, between Spirit AeroSystems, Inc. and John Lewelling Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.4

| <b>Article I. Exhibit<br/>Number</b> | <b>Section 1.01 Exhibit</b>   | <b>Incorporated by<br/>Reference to the<br/>Following Documents</b>  |
|--------------------------------------|---|--|
| 10.5                                 | Employment Agreement, dated December 30, 2005, between Spirit AeroSystems, Inc. and Janet S. Nicolson               | Registration Statement on Form S-1 (File No. 333-135486), filed August 29, 2006, Exhibit 10.5                        |
| 10.6                                 | Employment Agreement, dated March 20, 2006, between Spirit AeroSystems (Europe) Limited and Neil McManus            | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.6                          |
| 10.7                                 | Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Executive Incentive Plan               | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.7                          |
| 10.8                                 | Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Supplemental Executive Retirement Plan | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.8                          |
| 10.9                                 | Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Short Term Incentive Plan              | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.9                          |
| 10.10                                | Spirit AeroSystems Holdings, Inc. Long-Term Incentive Plan  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.10                         |
| 10.11                                | Spirit AeroSystems Holdings, Inc. Cash Incentive Plan   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.11                         |
| 10.12                                | Spirit AeroSystems Holdings, Inc. Union Equity Participation Program  | Amendment No. 2 to Registration Statement on Form S-1/A (File No. 333-135486), filed October 30, 2006, Exhibit 10.12 |
| 10.13                                | Spirit AeroSystems Holdings, Inc. Director Stock Plan   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.13                         |
| 10.14                                | Form of Indemnification Agreement   | Amendment No. 1 to Registration Statement on Form S-1/A (File No. 333-135486), filed August 29, 2006, Exhibit 10.14  |
| 10.15                                | Intercompany Agreement, dated June 30, 2005, between Onex Partners Manager L.P. and Spirit AeroSystems, Inc.        | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.15                         |

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| 10.16 | Consulting Agreement, dated as of February 25, 2005, between Gephardt and Associates LLC and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.).   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.16 |
| 10.17 | Amended and Restated Credit Agreement, dated as of July 20, 2005, by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, the guarantors party thereto, Citicorp North America, Inc. and the other lenders party thereto.                            | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.17 |
| 10.18 | Amendment No. 1 to the Amended and Restated Credit Agreement, dated as of December 11, 2005, by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, the guarantors party thereto, Citicorp North America, Inc. and the other lenders party thereto. | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.18 |

| Article I. Exhibit<br>Number | Section 1.01 Exhibit   | Incorporated by<br>Reference to the<br>Following Documents                                   |
|------------------------------|--|--|
| 10.19                        | Amendment No. 2 to the Amended and Restated Credit Agreement, dated as of March 31, 2006, by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, the guarantors party thereto, Citicorp North America, Inc. and the other lenders party thereto.                             | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.19 |
| 10.20                        | Security Agreement, dated as of June 16, 2005, made by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, 3101447 Nova Scotia Company, Onex Wind Finance LLC and Citicorp North America, Inc., as collateral agent.   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.20 |
| 10.21                        | Credit Agreement, dated as of June 16, 2005, by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, 3101447 Nova Scotia Company, the other guarantor party thereto, and The Boeing Company.  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.21 |
| 10.22                        | Security Agreement, dated as of June 16, 2005, made by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Spirit AeroSystems Finance, Inc. (f/k/a Mid-Western Aircraft Finance, Inc.), Onex Wind Finance LP, 3101447 Nova Scotia Company, Onex Wind Finance LLC and The Boeing Company, as agent. | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.22 |
| 10.23                        | Special Business Provisions (Sustaining), dated as of June 16, 2005, between The   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006,               |



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|       |   |   |
|-------|---|---|
|       | Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)  | Exhibit 10.23   |
| 10.24 | General Terms Agreement (Sustaining and others), dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)    | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.24      |
| 10.25 | Hardware Material Services General Terms Agreement, dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.25      |
| 10.26 | Ancillary Know-How Supplemental License Agreement, dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.26      |
| 10.27 | Sublease Agreement, dated as of June 16, 2005, among The Boeing Company, Boeing IRB Asset Trust and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc)            | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.27      |
| 10.28 | Spirit AeroSystems Holdings, Inc. Long Term Incentive Plan  | Registration Statement on Form S-1/A (File No. 333-135486), filed November 6, 2006, Exhibit 10.28 |

| Article I. Exhibit Number | Section 1.01 Exhibit  | Incorporated by Reference to the Following Documents  |
|---------------------------|---|---|
| 10.29                     | Amendment to the Amended and Restated Credit Agreement, dated as of November 27, 2006, by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc., (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, the guarantor party thereto, Citicorp North America, Inc. and the other lenders party thereto. | Current Report on Form 8-K (File No. 001-33160), filed December 1, 2006, Exhibit 10.1       |
| 10.30                     | Second Amended and Restated Credit Agreement by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), the guarantor party thereto, Citicorp North America, Inc. and the other lenders party thereto.   | Current Report on Form 8-K (File No. 001-33160), filed December 1, 2006, Exhibit 10.2       |
| 10.31                     | Amendment to Spirit AeroSystems Holdings, Inc. Supplemental Executive Retirement Plan, dated July 30, 2007  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006 Exhibit 10.2  |
| 14.1                      | Code of Ethics  | Registration Statement on Form 10-K (File No. 001-33160), filed March 5, 2007, Exhibit 14.1 |
|                           | (i) Spirit Code of Conduct  |   |
|                           | (ii) Spirit Finance Code of Professional Conduct  |   |
| 21.1                      | Subsidiaries of Spirit AeroSystems Holdings, Inc.   | Filed herewith  |
| 23.1                      | Consent of PricewaterhouseCoopers LLP   | Filed herewith  |
| 23.2                      | Consent of Deloitte & Touche LLP  | Filed herewith  |
| 31.1                      | Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002  | Filed with Form 10-K/A, Amendment No. 1   |
| 31.2                      | Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002  | Filed with Form 10-K/A, Amendment No. 1   |

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|------|--|----------------|
| 32.1 | Certification of Chief Executive Officer<br>pursuant to Section 906 of Sarbanes-Oxley Act<br>of 2002 | Filed herewith |
| 32.2 | Certification of Chief Financial Officer<br>pursuant to Section 906 of Sarbanes-Oxley Act<br>of 2002 | Filed herewith |

**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Wichita, State of Kansas on August 8, 2008.

**SPIRIT AEROSYSTEMS HOLDINGS,  
INC.**

By: /s/ Ulrich Schmidt  
Ulrich Schmidt  
Chief Financial Officer

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**Exhibit Index to Form 10-K/A**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 31.1                  | Amended Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| 31.2                  | Amended Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| 31.3                  | Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002         |
| 31.4                  | Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002         |