

Spirit Airlines, Inc.
Form 4
August 16, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lefebvre Tony

(Last) (First) (Middle)

C/O SPIRIT AIRLINES, INC., 2800 EXECUTIVE WAY

(Street)

MIRAMAR, FL 33025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spirit Airlines, Inc. [SAVE]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Former Senior VP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2013		M		5,000 A \$ 12	11,012 <u>(1)</u> <u>(2)</u>	D
Common Stock	08/15/2013		S		5,000 D \$ 30.96	6,012 <u>(1)</u> <u>(2)</u>	D
Common Stock	08/15/2013		S		6,012 D \$ 30.57	0 <u>(1)</u> <u>(2)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12	08/15/2013		M	5,000	(5) 06/20/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lefebvre Tony C/O SPIRIT AIRLINES, INC. 2800 EXECUTIVE WAY MIRAMAR, FL 33025			Former Senior VP and COO	

Signatures

/s/ Thomas Canfield, as Attorney-in-Fact for Tony Lefebvre
 08/16/2013
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Please note the Form 4 filed by the Reporting Person on May 7, 2013 inadvertently over reported the number of shares withheld by 186 shares. Therefore, the total amount of securities beneficially owned as reported herein reflects an adjustment of 186 shares.
- (2) Due to the Reporting Person's resignation from the Company and pursuant to the provisions of Spirit Airlines, Inc.'s 2011 Equity Incentive Plan (the "Plan"), all unvested Restricted Stock Units have been cancelled.
- (3) This transaction was executed in multiple trades in prices ranging from \$30.89 to \$31.06, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

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- (4) This transaction was executed in multiple trades in prices ranging from \$30.43 to \$30.81, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (5) 50% of the shares that remain subject to the option would vest and become exercisable on each of June 20, 2014 and June 20, 2015, such that 100% of the shares that remain subject to the option would be fully vested and exercisable on June 20, 2015. However, in accordance with the Plan, the remaining unvested shares subject to the option will not be exercisable as a result of the Reporting Person's resignation from the Company.

Remarks:

Former Senior VP and COO

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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