

Spirit AeroSystems Holdings, Inc.  
Form SC 13G/A  
February 14, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

**Spirit AeroSystems Holdings Inc.**

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(Name of Issuer)

**Class A Common Stock**

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(Title of Class of Securities)

**848574109**

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(CUSIP Number)

**December 31, 2012**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 848574109

1                      NAME OF REPORTING PERSON  
                            Orbis Investment Management Limited  
                            ("OIML")  
                            Orbis Investment Management (U.S.),

LLC ("OIMUS")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)  
OIMUS: 26-0583752

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
OIML is a company organized under the  
laws of Bermuda; OIMUS is a company  
organised under the laws of Delaware,  
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 4,683,713
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 4,683,713
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
OIML 4,626,133; OIMUS 57,580

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  [ ]

11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.9%

12 TYPE OF REPORTING PERSON  
OO (OIMUS), FI (OIML)

CUSIP No.: 848574109

ITEM 1(a). NAME OF  
ISSUER:

Spirit  
AeroSystems  
Holdings Inc.

ADDRESS OF  
ISSUER'S  
ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:

3801 S Oliver St  
Wichita, KS  
67210

NAME OF  
ITEM 2(a). PERSON  
FILING:

Orbis  
Investment  
Management  
Limited  
("OIML")  
Orbis  
Investment  
Management  
(U.S.), LLC  
("OIMUS")

ADDRESS OF  
PRINCIPAL  
ITEM 2(b). BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

For OIML:  
Orbis House, 25  
Front Street,  
Hamilton HM  
11, Bermuda;  
For OIMUS:  
600  
Montgomery  
Street, Suite  
3800, San  
Francisco, CA  
94111, USA

ITEM 2(c). CITIZENSHIP:  
OIML is a  
company  
organized under  
the laws of  
Bermuda;

OIMUS is a  
company  
organised under  
the laws of  
Delaware,  
U.S.A.

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Class A  
Common Stock

ITEM 2(e). CUSIP  
NUMBER:

848574109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML  
 Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: equiv to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

OIML 4,626,133; OIMUS 57,580

(b) Percent of class:

3.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

4,683,713

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

4,683,713

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF

THE GROUP:

Orbis Investment Management Limited ("OIML") and Orbis Investment Management (U.S.), LLC ("OIMUS") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML and OIMUS (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person

OIML is the beneficial owner of 4,626,133 shares of Class A Common Stock of Spirit AeroSystems Holdings Inc., or 3.9% of the 119,656,840 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc. believed to be outstanding.

OIMUS is the beneficial owner of

57,580 shares of  
Class A Common  
Stock of Spirit  
AeroSystems  
Holdings Inc., or 0.0%  
of the 119,656,840  
shares of Class A  
Common Stock of  
Spirit AeroSystems  
Holdings, Inc.  
believed to be  
outstanding.

NOTICE OF  
ITEM 9. DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the foreign  
regulatory scheme  
applicable to Orbis  
Investment  
Management Limited  
is substantially  
comparable to the  
regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission  
staff, upon request,  
information that  
would otherwise be  
disclosed in a  
Schedule 13D.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

Date

Orbis Investment Management Limited

Orbis Investment Management (U.S.), LLC

/s/ James J. Dorr

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SIGNATURE

Signature

James J. Dorr , James Dorr, General Counsel of Orbis Investment Management Limited; Director of North Rock Holdings Corp., a member of Orbis Investment Management (U.S.), LLC

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).