

Spirit AeroSystems Holdings, Inc.

Form S-1MEF

November 20, 2006

As filed with the Securities and Exchange Commission on November 20, 2006

Registration No. 333-

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

**Form S-1  
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)*

**3728**  
*(Primary Standard Industrial  
Classification Code No.)*

**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)*

**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:***

**Joel I. Greenberg, Esq.  
Mark S. Kingsley, Esq.  
Kaye Scholer LLP  
425 Park Avenue  
New York, New York 10022  
(212) 836-8000**

**Gloria Farha Flentje, Esq.  
General Counsel  
Spirit AeroSystems, Inc.  
3801 South Oliver  
Wichita, Kansas 67210  
(316) 526-9000**

**William J. Whelan, III, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-135486.

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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 post-effective amendment filed pursuant to Rule 462(d) 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.

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit(3)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, par value \$0.01 per share(1)	3,450,000 shares(2)	\$26.00	\$89,700,000	\$9,597.90

(1) Shares to be sold by the selling stockholders.

(2) Includes 450,000 shares that the underwriters have the option to purchase solely to cover over-allotments, if any.

(3) Based on the public offering price.

**The registrant previously registered an aggregate of \$1,497,395,850 in class A common stock on the Registration Statement on Form S-1 (File No. 333-135486), for which a filing fee of \$160,221.36 was previously paid.**

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.**

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional class A common stock, par value \$0.01 per share, of Spirit AeroSystems Holdings, Inc., pursuant to rule 462(b) under the Securities Act of 1933, amended. The contents of the earlier effective registration statement (File No. 333-135486) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**Item 16. Exhibits and Financial Data Schedules**

**(a) Exhibits**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-135486 are incorporated by reference into, and shall be deemed a part of, this registration statement, except the following, which are filed herewith.

- 5.1 Opinion of Kaye Scholer LLP with respect to legality of securities being registered
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Deloitte & Touche LLP
- 23.3 Consent of Kaye Scholer LLP (included in Exhibit 5.1)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Spirit AeroSystems Holdings, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wichita, State of Kansas on November 20, 2006.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

By: /s/ Ulrich Schmidt

Ulrich Schmidt  
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons for Spirit AeroSystems Holdings, Inc. in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Jeffrey L. Turner	President and Chief Executive Officer (Principal Executive Officer)	November 20, 2006
/s/ Ulrich Schmidt Ulrich Schmidt	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	November 20, 2006
* D. Randolph Davis	Corporate Controller (Principal Accounting Officer)	November 20, 2006
* Ivor Evans	Director	November 20, 2006
* Paul Fulchino	Director	November 20, 2006
* Richard Gephardt	Director	November 20, 2006
* Robert Johnson	Director	November 20, 2006
* Ronald Kadish	Director	November 20, 2006
* 	Director	

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Cornelius McGillicuddy, III		November 20, 2006
*	Director	November 20, 2006
Seth Mersky		
*	Director	November 20, 2006
Francis Raborn		
*	Director	November 20, 2006
Nigel Wright		

\*By: /s/ Ulrich Schmidt

Name: Ulrich Schmidt  
Attorney-in-fact

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