

Spirit AeroSystems Holdings, Inc.

Form 8-K

April 13, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): April 7, 2011**  
**Spirit AeroSystems Holdings, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**001-33160**

**20-2436320**

(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3801 South Oliver, Wichita, Kansas**

**67210**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(316) 526-9000**

**N/A**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 7, 2011, Spirit AeroSystems Holdings, Inc. (the Company ) and the selling stockholders signatory thereto, entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. Incorporated (the Underwriter ) regarding the secondary offering of 10,307,375 shares of the Company s class A common stock, par value \$0.01 per share, by certain selling stockholders (the Offering ). In addition, the selling stockholders have granted the Underwriter a 30-day option to purchase up to 1,546,106 additional shares of class A common stock. The Offering is being effected pursuant to a registration statement on Form S-3 (File No. 333-173369) (the Registration Statement ) filed with the Securities and Exchange Commission ( SEC ) on April 7, 2011 and related prospectus supplement, filed with the SEC on April 12, 2011. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated by reference herein.

**Item 8.01 Other Events.**

This Current Report on Form 8-K is also being filed for the purpose of updating Item 14 of the Registration Statement. Information relating to Item 14 Other Expenses of Issuance and Distribution with respect to the Offering is as follows:

Securities and Exchange Commission Registration Fee	\$ 34,624.92(1)
Legal Fees and Expenses	375,000
Accounting Fees and Expenses	70,000
Printing and Delivery Expenses	24,000
Transfer Agent and Registrar Fees	5,000
Total	\$508,624.92

(1) Previously disclosed.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit Number Description of Exhibit**

1.1 Underwriting Agreement, dated April 7, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPIRIT AEROSYSTEMS HOLDINGS,  
INC.

Date: April 13, 2011

/s/ Michelle A. Russell  
Michelle A. Russell  
Senior Vice President, General Counsel  
and Secretary