

Spirit AeroSystems Holdings, Inc.  
Form S-8 POS  
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 to FORM S-8 (No. 333-140824)**

**POST-EFFECTIVE AMENDMENT NO. 1 to FORM S-8 (No. 333-150401)**

**POST-EFFECTIVE AMENDMENT NO. 1 to FORM S-8 (No. 333-174951)**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in the charter)

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**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**20-2436320**  
(I.R.S. Employer  
Identification No.)

**3801 South Oliver**  
**Wichita, Kansas 67210**  
(Address, with zip code, of principal executive offices)

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**Spirit AeroSystems Holdings, Inc. Third Amended and Restated Long-Term Incentive Plan and  
Spirit AeroSystems Holdings, Inc. Amended and Restated Short-Term Incentive Plan**

(Full Title of the Plans)

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**Larry A. Lawson  
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)

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**Copies to:**

**Jon D. Lammers, Esq.**  
Senior Vice President, General Counsel and  
Secretary

Spirit AeroSystems Holdings, Inc.  
3801 South Oliver  
Wichita, Kansas 67210  
(316) 526-9000

**Mark Kingsley, Esq.**

Kaye Scholer LLP

425 Park Avenue

New York, NY 10022  
(212) 836-7092

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 Securities Exchange Act of 1934. (Check one):

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o

Smaller reporting company  o

(Do not check if a smaller reporting company)

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**TERMINATION OF REGISTRATION**

Spirit AeroSystems Holdings, Inc. (the Registrant ) is filing these Post-Effective Amendments to its Registration Statements on Form S-8 to withdraw and remove from registration the unissued and unsold shares of its Class A common stock (the Common Stock ) previously registered by the Registrant pursuant to the following registration statements (collectively, the Registration Statements ):

- Registration Statement on Form S-8 (File No. 333-140824), registering 418,499 shares of Common Stock under the Spirit AeroSystems Holdings, Inc. Amended and Restated Short-Term Incentive Plan (the STIP ) and 325,450 shares of Common Stock under the Spirit AeroSystems Holdings, Inc. Third Amended and Restated Long-Term Incentive Plan (the LTIP ), filed with the Securities and Exchange Commission on February 22, 2007;
- Registration Statement on Form S-8 (File No. 333-150401), registering 2,000,000 shares of Common Stock under the STIP and 3,000,000 shares of Common Stock under the LTIP, filed with the Securities and Exchange Commission on April 23, 2008;
- Registration Statement on Form S-8 (File No. 333-174951), registering 3,000,000 shares of Common Stock under the LTIP, filed with the Securities and Exchange Commission on June 17, 2011;

On April 30, 2014, the Registrant adopted the Spirit AeroSystems Holdings, Inc. 2014 Omnibus Incentive Plan (the 2014 Plan ). As a result of the adoption of the 2014 Plan, no further awards will be made under the STIP or the LTIP and all awards will instead be made under the 2014 Plan. Accordingly, the Registrant hereby terminates the effectiveness of each Registration Statement, in accordance with an undertaking made in each of the Registration Statements, and removes from registration 2,817,582 of the shares of Common Stock of the Registrant previously registered but unsold or unissued under the Registration Statements as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Post-Effective Amendments on Form S-8, and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wichita, State of Kansas on May 7, 2014.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

By: */s/ Sanjay Kapoor*  
 Name: Sanjay Kapoor  
 Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, these Post-Effective Amendments been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b> |
|---|--|-------------|
| <i>/s/ LARRY A. LAWSON</i><br>LARRY A. LAWSON               | President, Chief Executive Officer and Director<br>(Principal Executive Officer)   | May 7, 2014 |
| <i>/s/ SANJAY KAPOOR</i><br>SANJAY KAPOOR                   | Senior Vice-President and Chief Financial Officer<br>(Principal Financial Officer) | May 7, 2014 |
| <i>/s/ MARK SUCHINSKI</i><br>MARK SUCHINSKI                 | Corporate Controller<br>(Principal Accounting Officer)                             | May 7, 2014 |
| CHARLES L. CHADWELL   | Director   |             |
| IVOR EVANS  | Director   |             |
| PAUL FULCHINO   | Director   |             |
| <i>/s/ RICHARD GEPHARDT</i><br>RICHARD GEPHARDT             | Director   | May 7, 2014 |
| <i>/s/ ROBERT JOHNSON</i><br>ROBERT JOHNSON                 | Director   | May 7, 2014 |
| <i>/s/ RONALD KADISH</i><br>RONALD KADISH                   | Director   | May 7, 2014 |
| <i>/s/ CHRISTOPHER E. KUBASIK</i><br>CHRISTOPHER E. KUBASIK | Director   | May 7, 2014 |
| TAWFIQ POPATIA  | Director   |             |

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*/s/ FRANCIS RABORN*  
FRANCIS RABORN

Director

May 7, 2014