

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. 333-150402)**

**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)

**Spirit AeroSystems Holdings, Inc. Amended and Restated Director Stock Plan**  
(Full Title of the Plan)

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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 this Post-Effective Amendment No. 2 to its Registration Statement 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 Registration Statement on Form S-8 (File No. 333-150402), registering 2,610,000 shares of Common Stock under the Spirit AeroSystems Holdings, Inc. Amended and Restated Director Stock Plan (the Director Plan ), filed with the Securities and Exchange Commission on April 23, 2008 (the Registration Statement ).

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 Director Plan and all future awards will instead be made under the 2014 Plan. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statement, in accordance with an undertaking made in the Registration Statement, and removes from registration 2,016,459 of the shares of Common Stock of the Registrant previously registered but unsold or unissued under the Registration Statement 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 this Post-Effective Amendment No. 2 on Form S-8, and has duly caused this Post-Effective Amendment No. 2 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, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

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

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/s/ FRANCIS RABORN  
FRANCIS RABORN

Director

May 7, 2014