

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.

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit(3) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| 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.

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.

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)

II-1

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.

| Signature | Title | Date |
|--------------------------------------|--|-------------------|
| * 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

II-2