

Spirit AeroSystems Holdings, Inc.  
Form 10-K/A  
April 04, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

## Form 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33160

**Spirit AeroSystems Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**20-2436320**  
(I.R.S. Employer  
Identification Number)

**3801 South Oliver**

**Wichita, Kansas 67210**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code:

**(316) 526-9000**

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of Each Class</b>             | <b>Name of Each Exchange on Which Registered</b> |
|--|--|
| Class A Common Stock, \$0.01 par value | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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 Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the closing price of the class A common stock on June 29, 2012, as reported on the New York Stock Exchange was approximately \$2,847,531,606.

As of February 21, 2013, the registrant had outstanding 119,612,407 shares of class A common stock, \$0.01 par value per share, and 24,025,880 shares of class B common stock, \$0.01 par value per share.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2013 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the fiscal year covered by this Report are incorporated herein by reference in Part III of this Annual Report on Form 10-K.

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**Spirit AeroSystems Holdings, Inc.**

**Explanatory Note**

The sole purpose of this Amendment No. 1 to the Spirit AeroSystems Holdings, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the Form 10-K ) is to furnish an updated Exhibit 101 to the Form 10-K. Exhibit 101 consists of the following materials formatted in XBRL (eXtensible Business Reporting Language):

|         |  |
|---------|--|
| 101.INS | XBRL Instance Document                                 |
| 101.SCH | XBRL Taxonomy Extension Schema Document                |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document       |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

No other changes have been made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K and has not been updated to reflect events occurring subsequent to the original filing date.

**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

**Article I.**

**Exhibit Number**

**Section 1.01 Exhibit**

**Incorporated by Reference to the Following Documents**

|     |  |   |
|-----|--|---|
| 2.1 | Asset Purchase Agreement, dated as of February 22, 2005, between Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and The Boeing Company  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 2.1                          |
| 2.2 | First Amendment to Asset Purchase Agreement, dated June 15, 2005, between Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and The Boeing Company   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 2.2                          |
| 3.1 | Amended and Restated Certificate of Incorporation of Spirit AeroSystems Holdings, Inc.   | Annual Report on Form 10-K (File No. 001-33160), filed February 20, 2009, Exhibit 3.1                               |
| 3.2 | Third Amended and Restated By Laws of Spirit AeroSystems Holdings, Inc.  | Current Report on Form 8-K (File No. 001-33160), filed May 3, 2010, Exhibit 3.1                                     |
| 4.1 | Form of Class A Common Stock Certificate   | Amendment No. 5 to Registration Statement on Form S-1/A (File No. 333-135486), filed November 17, 2006, Exhibit 4.1 |
| 4.2 | Form of Class B Common Stock Certificate   | Amendment No. 5 to Registration Statement on Form S-1/A (File No. 333-135486), filed November 17, 2006, Exhibit 4.2 |
| 4.3 | Investor Stockholders Agreement, dated June 16, 2005, among Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Onex Partners LP and the stockholders listed on the signature pages thereto        | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 4.3                          |
| 4.4 | Registration Agreement, dated June 16, 2005, among Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) and the persons listed on Schedule A thereto   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 4.4                          |
| 4.5 | Indenture dated as of September 30, 2009, governing the 7 1/2% Senior Notes due 2017, by and among Spirit AeroSystems, Inc., the guarantors identified therein and The Bank of New York Mellon Trust Company, N.A.           | Current Report on Form 8-K (File No. 001-33160), filed October 1, 2009, Exhibit 4.1                                 |
| 4.6 | Form of 7 1/2% Senior Note due 2017  | Current Report on Form 8-K (File No. 001-33160), filed October 1, 2009, included as Exhibit A to Exhibit 4.1        |
| 4.7 | Registration Rights Agreement, dated as of September 30, 2009, among Spirit AeroSystems, Inc., the guarantors identified therein, Banc of America Securities LLC and the other initial purchasers of the Notes named therein | Current Report on Form 8-K (File No. 001-33160), filed October 1, 2009, Exhibit 4.3                                 |
| 4.8 | Indenture dated as of November 18, 2010, governing the 6 3/4% Senior Notes due 2020, by and among Spirit AeroSystems, Inc., the guarantors identified therein and The Bank of New York Mellon Trust Company, N.A.            | Current Report on Form 8-K (File No. 001-33160), filed November 18, 2010, Exhibit 4.1                               |
| 4.9 | Form of 6 3/4% Senior Note due 2020  | Current Report on Form 8-K (File No. 001-33160), filed November 18, 2010, included as Exhibit A to Exhibit 4.2      |

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|-------|--|--|
| 4.10  | Registration Rights Agreement, dated as of November 18, 2010, among Spirit AeroSystems, Inc., the guarantors identified therein, Merrill Lynch, Pierce, Fenner & Smith Incorporated on behalf of itself and as representative of the several initial purchasers of the notes named therein   | Current Report on Form 8-K (File No. 001-33160), filed November 18, 2010, Exhibit 4.3                                |
| 4.11  | Supplemental Indenture, dated as of August 11, 2010  | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 5, 2010, Exhibit 4.1                              |
| 10.1  | Employment Agreement, dated June 16, 2005, between Jeffrey L. Turner and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.1                          |
| 10.2  | Amendment to Employment Agreement between Spirit AeroSystems, Inc. and Jeffrey L. Turner, dated December 31, 2008  | Current Report on Form 8-K (File No. 001-33160), filed January 6, 2009, Exhibit 10.1.1                               |
| 10.3  | Employment Agreement, dated September 13, 2005, between Spirit AeroSystems, Inc. and H. David Walker   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.3                          |
| 10.4  | Employment Agreement, dated December 28, 2005, between Spirit AeroSystems, Inc. and John Lewelling   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.4                          |
| 10.5  | Employment Agreement, dated March 20, 2006, between Spirit AeroSystems (Europe) Limited and Neil McManus   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.6                          |
| 10.6  | Employment Agreement between Spirit AeroSystems, Inc. and Philip D. Anderson, dated February 12, 2010  | Current Report on Form 8-K (File No. 001-33160), filed February 17, 2010, Exhibit 10.1                               |
| 10.7  | Spirit AeroSystems Holdings, Inc. Amended and Restated Executive Incentive Plan  | Quarterly Report on Form 10-Q (File No. 001-33160), filed October 31, 2008, Exhibit 10.7                             |
| 10.8  | Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.) Supplemental Executive Retirement Plan  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.8                          |
| 10.9  | Amendment to Spirit AeroSystems Holdings, Inc. Supplemental Executive Retirement Plan, dated July 30, 2007   | Registration Statement on Form S-8 (File No. 333-146112), filed September 17, 2007, Exhibit 10.2                     |
| 10.10 | Spirit AeroSystems Holdings, Inc. Second Amended and Restated Short-Term Incentive Plan.   | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 5, 2011, Exhibit 10.3                               |
| 10.11 | Spirit AeroSystems Holdings, Inc. Fourth Amended and Restated Long-Term Incentive Plan.  | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 5, 2011, Exhibit 10.4                               |
| 10.12 | Spirit AeroSystems Holdings, Inc. Cash Incentive Plan  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.11                         |
| 10.13 | Spirit AeroSystems Holdings, Inc. Union Equity Participation Program   | Amendment No. 2 to Registration Statement on Form S-1/A (File No. 333-135486), filed October 30, 2006, Exhibit 10.12 |
| 10.14 | Spirit AeroSystems Holdings, Inc. Second Amended and Restated Director Stock Plan  | Registration Statement on Form S-8 (File No. 333-150402), filed April 23, 2008, Exhibit 10.1                         |
| 10.15 | Form of Indemnification Agreement  | Amendment No. 1 to Registration Statement on Form S-1/A (File No. 333-135486), filed August 29, 2006, Exhibit 10.14  |
| 10.16 | Security Agreement, dated as of June 16, 2005, made by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Onex Wind Finance LP, 3101447 Nova Scotia Company, Onex Wind Finance LLC and Citicorp North America, Inc., as collateral agent. | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.20                         |

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| 10.17 | Security Agreement, dated as of June 16, 2005, made by and among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), Spirit AeroSystems Finance, Inc. (f/k/a Mid-Western Aircraft Finance, Inc.), Onex Wind Finance LP, 3101447 Nova Scotia Company, Onex Wind Finance LLC and The Boeing Company, as agent. | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.22 |
| 10.18 | Special Business Provisions (Sustaining), dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.23 |
| 10.19 | General Terms Agreement (Sustaining and others), dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.24 |
| 10.20 | Hardware Material Services General Terms Agreement, dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.25 |
| 10.21 | Ancillary Know-How Supplemental License Agreement, dated as of June 16, 2005, between The Boeing Company and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)   | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.26 |
| 10.22 | Sublease Agreement, dated as of June 16, 2005, among The Boeing Company, Boeing IRB Asset Trust and Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.)  | Registration Statement on Form S-1 (File No. 333-135486), filed June 30, 2006, Exhibit 10.27 |
| 10.23 | Inducement Agreement between Spirit AeroSystems, Inc. and The North Carolina Global TransPark Authority, dated May 14, 2008  | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 1, 2008, Exhibit 10.2       |
| 10.24 | Lease Agreement between Spirit AeroSystems, Inc. and The North Carolina Global TransPark Authority, dated May 14, 2008   | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 1, 2008, Exhibit 10.3       |
| 10.25 | Construction Agency Agreement between Spirit AeroSystems, Inc. and The North Carolina Global TransPark Authority, dated May 14, 2008   | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 1, 2008, Exhibit 10.4       |
| 10.26 | Amendment to the Spirit AeroSystems Holdings, Inc. Amended and Restated Executive Incentive Plan.  | Quarterly Report on Form 10-Q (File No. 001-33160), filed May 6, 2010, Exhibit 10.1          |
| 10.27 | Employment Agreement between Spirit AeroSystems, Inc. and Michelle Russell, effective as of June 1, 2010.  | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 6, 2010, Exhibit 10.1       |
| 10.28 | Amendment No. 3 dated as of October 15, 2010, to the Second Amended and Restated Credit Agreement, dated as of November 27, 2006, among Spirit AeroSystems, Inc. (f/k/a Mid-Western Aircraft Systems, Inc.), Spirit AeroSystems Holdings, Inc. (f/k/a Mid-Western Aircraft Systems Holdings, Inc.), the guarantors party thereto; Bank of America, N.A. and the other lenders party thereto.                         | Current Report on Form 8-K (File No. 001-33160), filed October 20, 2010, Exhibit 10.1        |
| 10.29 | Consulting Agreement, effective January 1, 2011, between Spirit AeroSystems, Inc. and Ronald C. Brunton.   | Quarterly Report on Form 10-Q (File No. 001-33160), filed May 6, 2011, Exhibit 10.33         |

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|----------|---|--|
| 10.30    | Spirit AeroSystems Holdings, Inc. Amended and Restated Deferred Compensation Plan, As Amended   | Quarterly Report on Form 10-Q (File No. 001-33160), filed May 6, 2011, Exhibit 10.34     |
| 10.31    | Employment Agreement between Spirit AeroSystems, Inc. and David Coleal, effective as of July 14, 2011   | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 4, 2011, Exhibit 10.1 |
| 10.32    | Credit Agreement, dated as of April 18, 2012, among Spirit Aerosystems, Inc., the other guarantors party thereto, Bank of America, N.A. and the other agents and lenders party thereto  | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 7, 2012, Exhibit 10.1   |
| 10.33    | Amendment No. 1, dated as of October 26, 2012, to Credit Agreement dated as of April 18, 2012 among Spirit Aerosystems, Inc., Spirit Aerosystems Holdings, Inc., the other guarantors party thereto, Bank of America, N.A. and the other agents and lenders party thereto | Current Report on Form 8-K (File No. 001-33160), filed October 30, 2012, Exhibit 10.1    |
| 10.34    | Amended and Restated Employment Agreement, between Spirit Aerosystems, Inc. and Jon Lammers, effective as of July 24, 2012  | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 5, 2012, Exhibit 10.1 |
| 10.35    | Amendment No. 2, dated March 4, 2011, to General Terms Agreement (Sustaining and Others) between The Boeing Company and Spirit AeroSystems, Inc.  | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 5, 2012, Exhibit 10.2 |
| 10.36    | Special Business Provisions (Sustaining), as amended through July 29, 2011, between The Boeing Company and Spirit AeroSystems, Inc.   | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 5, 2012, Exhibit 10.3 |
| 10.37    | Memorandum of Agreement, between The Boeing Company and Spirit AeroSystems, Inc., made as of March 9, 2012, amending Special Business Provisions (Sustaining)   | Quarterly Report on Form 10-Q (File No. 001-33160), filed November 5, 2012, Exhibit 10.4 |
| 12.1     | Ratio of Earnings to Fixed Charges  | **   |
| 14.1     | Code of Ethics  | **   |
|          | (i) Spirit AeroSystems Holdings, Inc. Code of Ethics and Business Conduct, as amended   | Quarterly Report on Form 10-Q (File No. 001-33160), filed August 5, 2011, Exhibit 14.1   |
|          | (ii) Spirit AeroSystems Holdings, Inc. Code of Conduct for Finance Employees  | Annual Report on Form 10-K (File No. 001-33160), filed March 5, 2007, Exhibit 14.1       |
| 21.1     | Subsidiaries of Spirit AeroSystems Holdings, Inc.   | **   |
| 23.1     | Consent of PricewaterhouseCoopers LLP   | **   |
| 31.1     | Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.   | **   |
| 31.2     | Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002.   | **   |
| 32.1     | Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.   | **   |
| 32.2     | Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.   | **   |
| 101.INS@ | XBRL Instance Document.   | *  |
| 101.SCH@ | XBRL Taxonomy Extension Schema Document.  | *  |
| 101.CAL@ | XBRL Taxonomy Extension Calculation Linkbase Document.  | *  |
| 101.DEF@ | XBRL Taxonomy Extension Definition Linkbase Document.   | *  |
| 101.LAB@ | XBRL Taxonomy Extension Label Linkbase Document.  | *  |
| 101.PRE@ | XBRL Taxonomy Extension Presentation Linkbase Document.   | *  |



Indicates management contract or compensation plan or arrangement

Indicates that portions of the exhibit have been omitted and separately filed with the Securities and Exchange Commission pursuant to a request for confidential treatment

\*  
Filed herewith

\*\*  
Previously included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on March 1, 2013.

**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, thereunto duly authorized,

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

| <b>Signature</b>                             | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| /s/ Philip D. Anderson<br>Philip D. Anderson | Senior Vice President and Chief Financial<br>Officer (Principal Financial Officer) | April 4, 2013 |