

Spirit AeroSystems Holdings, Inc.
 Form 4
 March 13, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEX PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
Spirit AeroSystems Holdings, Inc. [SPR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2014

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O ONEX INVESTMENT CORPORATION, 712 FIFTH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Class B Common Stock | (1) | 03/10/2014 | | S | 3,368,781 (3) | 03/10/2014 | (2) | Class A Common Stock | 3,368,781 |
| Class B Common Stock | (1) | 03/10/2014 | | S | 6,000,000 (4) | 03/10/2014 | (2) | Class A Common Stock | 6,000,000 |
| Class B Common Stock | (1) | 03/10/2014 | | S | 1,592,922 (6) | 03/10/2014 | (2) | Class A Common Stock | 1,592,922 |
| Class B Common stock | (1) | 03/10/2014 | | S | 905,766 (7) | 03/10/2014 | (2) | Class A Common Stock | 905,766 |
| Class B Common Stock | (1) | 03/10/2014 | | S | 98,182 (8) | 03/10/2014 | (2) | Class A Common Stock | 98,182 |
| Class B Common Stock | (1) | 03/10/2014 | | S | 34,349 (9) | 03/10/2014 | (2) | Class A Common Stock | 34,349 |
| Class B Common Stock | (1) | 03/10/2014 | | S | 6,000,000 (10) | 03/10/2014 | (2) | Class A Common Stock | 6,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEX PARTNERS LP C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019 | | X | | |
| ONEX CORP 161 BAY STREET TORONTO, A6 M5J 2S1 | | X | | |
| SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET | | X | | |

TORONTO, A6 M5J 2S1

Onex Spirit Co-Invest LP
C/O ONEX INVESTMENT CORPORATION X
712 FIFTH AVENUE
NEW YORK, NY 10019

OAH Wind LLC X
421 LEADER STREET
MARION, OH 43302

Onex US Principals LP X
421 LEADER STREET
MARION, OH 43302

Wind EI II LLC X
421 LEADER STREET
MARION, OH 43302

Signatures

/s/ Donald West, Vice President of Onex Partners Manager GP ULC, the general partner of Onex Partners Manager LP, the agent of Onex Partners GP LP, the general partner of Onex Partners LP.**Please find attached additional reporting person signatures.

03/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class B common stock, par value \$0.01, of the Issuer (the "Class B Common Stock") is convertible at any time, at the option of the holder, into one share of Class A common stock, par value \$0.01, of the Issuer (the "Class A Common Stock").

(2) No expiration.

(3) Represents shares beneficially owned by Onex Partners LP ("Onex LP"). All of the shares beneficially owned by Onex LP are reported as beneficially owned by each of Onex Corporation ("Onex") and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

(4) Represents shares indirectly owned by Onex and includes shares beneficially owned by each of Onex LP, OAH Wind LLC ("OAH LLC"), Onex Spirit Co-Invest LP ("Onex Spirit LP"), Wind EI II LLC ("Wind LLC"), and Onex US Principals LP ("Onex Principals LP") notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest of less than 100% of such shares. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

(5) Onex may be deemed to own beneficially the shares of Class B Common Stock held by (a) Onex LP, through Onex's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners GP LP, the general partner of Onex LP; (b) OAH LLC, through Onex's ownership of all of the equity of Onex American Holdings II LLC which owns all of the equity of Onex American Holdings Subco LLC, which owns all of the equity of OAH LLC; (c) Wind LLC, through Onex's ownership of Onex American Holdings II LLC which owns all of the voting power of Wind Executive Investco LLC, which owns all of the equity of Wind LLC; (d) Onex Principals LP, through Onex's ownership of all of the equity of Onex American Holdings GP LLC, the general partner of Onex Principals LP and (e) Onex Spirit LP, through Onex's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners GP LP, the general partner of Onex Spirit LP.

(6) Represents shares beneficially owned by OAH LLC. All of the shares beneficially owned by OAH LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by OAH LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these

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securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

- (7) Represents shares beneficially owned by Onex Spirit LP. All of the shares beneficially owned by Onex Spirit LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex Spirit LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

- (8) Represents shares beneficially owned by Wind LLC. All of the shares beneficially owned by Wind LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Wind LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

- (9) Represents shares beneficially owned by Onex Principals LP. All of the shares beneficially owned by Onex Principals LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex Principals LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

- (10) Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex, owns shares representing a majority of the voting rights of the shares of Onex. The indirect interests of Onex are described in footnotes (4) and (5). Mr. Schwartz disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of the Exchange Act or for any other purpose.

Remarks:

Additional Reporting Person Signatures /s/ Donald Lewtas, Chief Financial Officer. /s/ Donald West, Director. /s/ Donald West, President of Onex Partners Manager GP ULC, the general partner of Onex Partners Manager LP, the agent of Onex Partners GP, the general partner of Onex Spirit Co-Invest LP. /s/ Donald West, Director. /s/ Donald West, Director of Onex American Holdings, the general partner of Onex US Principals LP. /s/ Donald Lewtas, attorney-in-fact for Gerald W. Schwartz. "Power of Attorney incorporated by reference to the Amendment to Form 4 to Dura Automotive Systems, Inc. filed with the Securities and Exchange Commission by Gerald W. Schwartz on September 10, 1996." /s/ Donald West, Director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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