

Section 1: DEFA14A (DEFA14A)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under §240.14a-12

SPIRIT AEROSYSTEMS HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: (5) Total fee paid:
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party: (4) Date Filed:



March 29, 2018

Dear Stockholder:

Enclosed please find a revised proxy card relating to the 2018 Annual Meeting of Stockholders (the "Annual Meeting") of Spirit AeroSystems Holdings, Inc. These materials replace the proxy card distributed with our March 12, 2018 Proxy Statement with a new proxy card that clarifies proposals 2 - 5.

Please disregard the previously provided proxy card. Any votes received using the previously provided proxy card will be disregarded. Please vote using the enclosed revised proxy card or instructions to vote via the Internet or telephone. If you have already voted, we encourage you to revote using the enclosed revised proxy card or by following the instructions to vote by Internet or in person so that your votes are fully reflected.

Your vote is important to us, and we appreciate your attention to this matter. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible using the new proxy card.

Sincerely,

A handwritten signature in black ink that reads "Stacy Cozad".

Stacy Cozad



SPIRIT AEROSYSTEMS HOLDINGS, INC.
3801 S. OLIVER ST.
WICHITA, KS 67210



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above. Instead of mailing your proxy card, use the Internet to transmit your voting instructions. Vote by 11:59 P.M. ET on April 24, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards, and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Instead of mailing your proxy card, use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on April 24, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to:
Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E44545-P01732

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

SPIRIT AEROSYSTEMS HOLDINGS, INC.

The Board of Directors recommends a vote **FOR** the listed nominees in Proposal 1:

1. Election of Directors:

Nominees:	For	Against	Abstain
1a. Charles Chadwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Irene M. Esteves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Paul Fulchino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Thomas C. Gentile, III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Richard Gephardt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Robert Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Ronald T. Kadish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. John Plueger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Laura Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends a vote **FOR** Proposal 2:

2. Advisory vote to approve the compensation of the Company's named executive officers. For Against Abstain

The Board of Directors recommends a vote **FOR** Proposal 3:

3. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018. For Against Abstain

The Board of Directors recommends a vote **FOR** Proposal 4:

4. The Board's proposal to lower the threshold of stockholders required to call a special meeting to 25%. For Against Abstain

The Board of Directors recommends a vote **AGAINST** Proposal 5:

5. The stockholder proposal to lower the threshold of stockholders required to call a special meeting to 10%. For Against Abstain

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED OR, IF NO SUCH DIRECTION IS GIVEN, WILL BE VOTED AS THE BOARD RECOMMENDS.

NOTE: Please sign exactly as name appears on your account. If the shares are registered in the names of two or more persons, each should sign. If acting as attorney, executor, trustee, or in another representative capacity, sign name and provide full title.

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**Please keep this ticket to be admitted to the annual meeting
NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

Time:

11:00 a.m. Eastern Time on
Wednesday, April 25, 2018

Place:

Fairmont Washington, D.C.
Dumbarton Room
2401 M Street NW
Washington, D.C. 20037

Who May Vote:

You may vote if you were a
stockholder of record at the
close of business on
February 26, 2018

By order of the Board of Directors
Stacy Cozad, Senior Vice President,
General Counsel, Chief Compliance Officer, and Corporate Secretary

**Important Notice Regarding the Internet Availability of Proxy Materials for Spirit AeroSystems Holdings, Inc.'s
2018 Annual Meeting of Stockholders.**

The Notice and Proxy Statement and the 2017 Annual Report are available at: www.proxyvote.com

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH, AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

E44546-P01732



Proxy — Spirit AeroSystems Holdings, Inc.

**PROXY / VOTING INSTRUCTIONS SOLICITED BY THE BOARD OF DIRECTORS OF
SPIRIT AEROSYSTEMS HOLDINGS, INC.
2018 ANNUAL MEETING OF STOCKHOLDERS — APRIL 25, 2018**

Each signatory on the reverse side hereby appoints Stacy Cozad and Robert Johnson, and each of them, with the power of substitution, as proxies for the undersigned and authorizes them to represent and vote all of the shares of stock of Spirit AeroSystems Holdings, Inc. that the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held on Wednesday, April 25, 2018 (the "Meeting"), and at any adjournment thereof, with respect to all of the proposals indicated on the reverse side of this card, and with discretionary authority as to any other matters that may properly come before the Meeting, in accordance with and as described in the Notice and Proxy Statement for the Meeting.

This proxy, when properly executed, will be voted as directed or, if no such direction is given, will be voted FOR Proposals 1, 2, 3, and 4, and AGAINST Proposal 5.

IMPORTANT: PLEASE MARK, SIGN, AND DATE THIS PROXY ON THE REVERSE SIDE.

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