

Spirit AeroSystems Holdings, Inc.  
Form 8-K/A  
July 27, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 25, 2017 (April 26, 2017)**

**Spirit AeroSystems Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33160**  
(Commission File Number)

**20-2436320**  
(IRS Employer Identification No.)

**3801 South Oliver, Wichita, Kansas 67210**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(316) 526-9000**

**Not Applicable**  
(Former name or former address if changed since last report.)

## Edgar Filing: Spirit AeroSystems Holdings, Inc. - Form 8-K/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**EXPLANATORY NOTE**

This Current Report on Form 8-K/A (this Amendment ) amends the Current Report on Form 8-K of Spirit AeroSystems Holdings, Inc. (the Company ) filed with the U.S. Securities and Exchange Commission on May 1, 2017 (the Original Form 8-K ). The Original Form 8-K reported the final voting results of the Company s 2017 Annual Meeting of Stockholders held on April 26, 2017 (the 2017 Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company s named executive officers ( Say-on-Pay Vote(s) ). No other changes have been made to the Original Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

(d) As previously reported in the Original Form 8-K, in an advisory vote held at the 2017 Annual Meeting on the frequency of future Say-on-Pay Votes, the Company s stockholders expressed their preference (over 93% of votes cast) for an annual Say-on-Pay Vote. On July 25, 2017, the Board of Directors of the Company (the Board ) considered the outcome of this advisory vote and determined that future Say-on-Pay Votes will be conducted on an annual basis. The Board will re-evaluate this determination after the next stockholder advisory vote on the frequency of Say on Pay Votes (which will be at the 2023 Annual Meeting of Stockholders, unless presented earlier).

**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 hereunto duly authorized.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

Date: July 27, 2017

|     |                 |   |
|-----|-----------------|---|
| By: | /s/ Stacy Cozad |   |
|     | Name:           | Stacy Cozad   |
|     | Title:          | Senior Vice President, General Counsel,<br>Chief Compliance Officer and Secretary |