

Spirit Airlines, Inc.  
Form DEF 14A  
April 29, 2013  
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**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**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**SPIRIT AIRLINES, INC.**

(Name of Registrant as Specified In Its Charter)

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

## Edgar Filing: Spirit Airlines, Inc. - Form DEF 14A

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**SPIRIT AIRLINES, INC.**

**2800 Executive Way**

**Miramar, Florida 33025**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JUNE 12, 2013**

To the Stockholders of Spirit Airlines, Inc.:

**Notice Is Hereby Given** that the Annual Meeting of Stockholders ( Annual Meeting ) of Spirit Airlines, Inc., a Delaware corporation (the Company ), will be held on June 12, 2013, at 9:00 a.m. local time, at the Grand Hyatt DFW, 2337 S. International Parkway, DFW Airport, Texas 75261, for the following purposes:

1. To elect the following four Class II directors to hold office until the 2016 annual meeting of stockholders or until their successors are elected: B. Ben Baldanza, Carlton D. Donaway, David G. Elkins and Horacio Scapparone;
2. To ratify the selection, by the audit committee of the Board of Directors, of Ernst & Young LLP as the independent registered public accounting firm of the Company for its year ending December 31, 2013;
3. To approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in the attached Proxy Statement pursuant to executive compensation disclosure rules under the Securities Exchange Act of 1934, as amended; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Only stockholders who owned our common stock at the close of business on April 15, 2013 (the Record Date ) can vote at this meeting or any adjournments or postponements thereof.

Our Board of Directors recommends that you vote FOR the election of the director nominees named in Proposal No. 1 of the Proxy Statement, FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm as described in Proposal No. 2 of the Proxy Statement and FOR the approval, on a non-binding, advisory basis, of the compensation of our named executive officers as described in Proposal No. 3 of the Proxy Statement.

For our Annual Meeting, we have elected to use the Internet as our primary means of providing our proxy materials to stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send to these stockholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our Proxy Statement and Annual Report to Stockholders, and for voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how stockholders may obtain paper copies of our proxy materials free of charge, if they so choose. The electronic delivery of our proxy materials will significantly reduce our printing and mailing costs and the environmental impact of the proxy materials.

The Notice of Internet Availability of Proxy Materials will also provide the date, time and location of the Annual Meeting; the matters to be acted upon at the meeting and the recommendation of the Board of Directors with regard to each matter; a toll-free number, an e-mail address and a website where stockholders can request a paper or email copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy relating to the Annual Meeting; information on how to access the form of proxy; and information on how to attend the meeting and vote in person.

## Edgar Filing: Spirit Airlines, Inc. - Form DEF 14A

You are cordially invited to attend the Annual Meeting, but whether or not you expect to attend in person, you are urged to vote and submit your proxy by following the voting procedures described in the Notice of Internet Availability of Proxy Materials or on the proxy card.

By Order of the Board of Directors

/s/ Thomas Canfield  
Thomas Canfield

Secretary

Miramar, Florida

April 29, 2013

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**SPIRIT AIRLINES, INC.**

**2800 Executive Way**

**Miramar, Florida 33025**

**PROXY STATEMENT**

**FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS**

**JUNE 12, 2013**

The Board of Directors of Spirit Airlines, Inc. is soliciting your proxy to vote at the Annual Meeting of Stockholders to be held on June 12, 2013, at 9:00 a.m., local time, and any adjournment or postponement of that meeting (the Annual Meeting). The Annual Meeting will be held at the Grand Hyatt DFW, 2337 S. International Parkway, DFW Airport, Texas 75261.

We have elected to use the Internet as our primary means of providing our proxy materials to stockholders. Accordingly, on or about April 29, 2013, we are making this Proxy Statement and the accompanying proxy card, Notice of Annual Meeting of Stockholders and Annual Report to Stockholders available on the Internet and mailing a Notice of Internet Availability of Proxy Materials to stockholders of record as of April 15, 2013 (the Record Date). Brokers and other nominees who hold shares on behalf of beneficial owners will be sending their own similar notice. All stockholders as of the Record Date will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials or request to receive a printed set of the proxy materials. Instructions on how to request a printed copy by mail or electronically, including an option to request paper copies on an ongoing basis, may be found in the Notice of Internet Availability of Proxy Materials and on the website referred to in the notice. We intend to mail this Proxy Statement, together with the accompanying proxy card, to those stockholders entitled to vote at the Annual Meeting who have properly requested paper copies of such materials within three business days of request.

The only voting securities of Spirit Airlines, Inc. are shares of common stock, par value \$0.0001 per share (the common stock), of which there were 72,629,176 shares outstanding as of the Record Date (excluding any treasury shares). We need the holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote, present in person or represented by proxy, to hold the Annual Meeting.

In this Proxy Statement, we refer to Spirit Airlines, Inc. as the Company, Spirit, we or us and the Board of Directors as the Board. When we refer to Spirit's fiscal year, we mean the twelve-month period ending December 31 of the stated year.

The Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission (SEC), is available in the Financials section of our website at <http://ir.spirit.com>. You also may obtain a copy of the Company's Annual Report on Form 10-K, without charge, by contacting: Secretary, c/o Spirit Airlines, Inc., 2800 Executive Way, Miramar, FL 33025.

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**THE PROXY PROCESS AND STOCKHOLDER VOTING**

**QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**Who can vote at the Annual Meeting?**

Only stockholders of record at the close of business on April 15, 2013 will be entitled to vote at the Annual Meeting. At the close of business on the Record Date, there were 72,629,176 shares of common stock issued and outstanding and entitled to vote.

***Stockholder of Record: Shares Registered in Your Name***

If, on April 15, 2013, your shares were registered directly in your name with the transfer agent for our common stock, Wells Fargo Shareowner Services, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.

***Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent***

If, on April 15, 2013, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy card from your broker or other agent.

**What am I being asked to vote on?**

You are being asked to vote FOR :

the election of the following four Class II directors to hold office until our 2016 Annual Meeting of Stockholders: B. Ben Baldanza, Carlton D. Donaway, David G. Elkins and Horacio Scapparone;

the ratification of the selection, by the audit committee of the Board, of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2013; and

the approval, on a non-binding, advisory basis, of the compensation of our named executive officers.  
In addition, you are entitled to vote on any other matters that are properly brought before the Annual Meeting.

**How do I vote?**

You may vote by mail or follow any alternative voting procedure described on the proxy card or the Notice of Internet Availability of Proxy Materials. To use an alternative voting procedure, follow the instructions on each proxy card that you receive or on the Notice of Internet Availability of Proxy Materials.

For the election of directors, you may either vote FOR each of the four nominees or you may withhold your vote for any nominee you specify. For the ratification of the selection of the Company's independent auditors and the non-binding, advisory vote to approve named executive officer compensation, you may vote FOR or AGAINST or abstain from voting.





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The procedures for voting are as follows:

### ***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the Annual Meeting. Alternatively, you may vote by proxy over the Internet or, if you properly request and receive a proxy card by mail or email, by signing, dating and returning the proxy card, over the Internet or by telephone. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend the Annual Meeting and vote in person. In such case, your previously submitted proxy will be disregarded.

To vote by proxy over the Internet, follow the instructions provided in the Notice of Internet Availability of Proxy Materials or on the proxy card.

To vote by telephone, if you properly requested and received a proxy card by mail or email, you may vote by proxy by calling the toll free number found on the proxy card.

To vote by mail, if you properly requested and received a proxy card by mail or email, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

To vote in person, come to the Annual Meeting, and we will give you a ballot when you arrive.

### ***Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent***

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form.

### **Who counts the votes?**

Broadridge Financial Solutions, Inc. ( Broadridge ) has been engaged as our independent agent to tabulate stockholder votes. If you are a stockholder of record, and you choose to vote over the Internet or by telephone, Broadridge will access and tabulate your vote electronically. If you choose to sign and mail your proxy card, your executed proxy card is returned directly to Broadridge for tabulation. As noted above, if you hold your shares through a broker, your broker (or its agent for tabulating votes of shares held in street name, as applicable) returns one proxy card to Broadridge on behalf of all its clients.

### **How are votes counted?**

With respect to Proposal No. 1, the election of directors, the four nominees receiving the highest number of votes will be elected. With respect to Proposal Nos. 2 and 3, the affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on each proposal is required for approval.

Brokers who hold shares in street name for the accounts of their clients may vote such shares either as directed by their clients or, in the absence of such direction, in their own discretion if permitted by the stock exchange or other organization of which they are members. If your shares are held by a broker on your behalf, and you do not instruct the broker as to how to vote these shares on Proposal No. 2, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction. With respect to Proposal Nos. 1 or 3, the broker may not exercise discretion to vote on those proposals. This would be a broker non-vote and these shares will not be counted as having been voted on the applicable proposal. However, broker non-votes will



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be considered present and entitled to vote at the Annual Meeting and will be counted towards determining whether or not a quorum is present. **Please instruct your bank or broker so your vote can be counted.**

If stockholders abstain from voting, these shares will be considered present and entitled to vote at the Annual Meeting and will be counted towards determining whether or not a quorum is present. Abstentions will have no effect with regard to Proposal No. 1 and, with regard to Proposal Nos. 2 and 3, will have the same effect as an **AGAINST** vote.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 15, 2013.

### **How do I vote via Internet or telephone?**

You may vote by proxy via the Internet by following the instructions provided in the Notice of Internet Availability of Proxy Materials or on the proxy card. If you properly request and receive printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free number found on the proxy card. Please be aware that if you vote over the Internet or by telephone, you may incur costs such as telephone and Internet access charges, as applicable, for which you will be responsible. The Internet and telephone voting facilities for eligible stockholders of record will close at 11:59 p.m. Eastern Time on June 11, 2013. The giving of such a telephonic or Internet proxy will not affect your right to vote in person should you decide to attend the Annual Meeting.

The telephone and Internet voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly.

### **What if I return a proxy card but do not make specific choices?**

If we receive a signed and dated proxy card and the proxy card does not specify how your shares are to be voted, your shares will be voted **FOR** the election of each of the four nominees for director, **FOR** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm, and **FOR** the approval, on a non-binding, advisory basis, of named executive officer compensation. If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

### **Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

### **What does it mean if I receive more than one set of materials?**

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must follow the instructions for voting on each Notice of Internet Availability of Proxy Materials or the proxy card that you receive by mail or email pursuant to your request, which include instructions for voting over the Internet, by telephone or by signing, dating and returning any of such proxy cards.

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### **Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

You may submit another properly completed proxy over the Internet, by telephone or by mail with a later date.

You may send a written notice that you are revoking your proxy to our Secretary at 2800 Executive Way, Miramar, Florida 33025.

You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy. If your shares are held by your broker, bank or other agent, you should follow the instructions provided by them.

### **When are stockholder proposals due for next year's Annual Meeting?**

To be considered for inclusion in the proxy materials for next year's Annual Meeting, your proposal must be submitted in writing by December 30, 2013, to our Secretary at 2800 Executive Way, Miramar, Florida 33025; provided that if the date of that Annual Meeting is earlier than May 13, 2014 or later than July 12, 2014, the deadline will be a reasonable time before we begin to print and send our proxy materials for next year's Annual Meeting. If you wish to submit a proposal that is not to be included in the proxy materials for next year's Annual Meeting pursuant to the SEC's shareholder proposal procedures or to nominate a director, you must do so between February 12, 2014 and March 14, 2014; provided that if the date of that annual meeting is earlier than May 13, 2014 or later than August 11, 2014, you must give notice not earlier than the 120<sup>th</sup> day prior to the annual meeting date and not later than the 90<sup>th</sup> day prior to the annual meeting date or, if later, the 10<sup>th</sup> day following the day on which public disclosure of the annual meeting date is first made. You are also advised to review our amended and restated bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

### **What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if the holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote are present in person or represented by proxy at the Annual Meeting. On the Record Date, there were 72,629,176 shares outstanding and entitled to vote. Accordingly, not less than 36,314,589 shares must be represented by stockholders present at the Annual Meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy vote or vote at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairperson of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present in person or represented by proxy, may adjourn the Annual Meeting to another time or place.

### **How can I find out the results of the voting at the Annual Meeting?**

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

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**PROPOSAL NO. 1:**

**ELECTION OF DIRECTORS**

The Board is comprised of 10 members. In accordance with our amended and restated certificate of incorporation, the Board is divided into three classes with staggered three-year terms. At each annual general meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our directors are divided among the three classes as follows:

*Class II directors:* B. Ben Baldanza, Carlton D. Donaway, David G. Elkins and Horacio Scapparone, whose current terms will expire at the Annual Meeting;

*Class III directors:* William A. Franke, H. McIntyre Gardner and John R. Wilson, whose current terms will expire at the annual meeting of stockholders to be held in 2014; and

*Class I directors:* Robert D. Johnson, Barclay G. Jones III and Stuart I. Oran, whose current terms will expire at the annual meeting to be held in 2015.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

The division of the Board into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control.

**Messrs. Baldanza, Donaway, Elkins and Scapparone have been nominated to serve as Class II directors and have each elected to stand for reelection.** Each director to be elected will hold office from the date of their election by the stockholders until the third subsequent annual meeting of stockholders or until his successor is elected and has been qualified, or until such director's earlier death, resignation or removal.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management has no reason to believe that any nominee will be unable to serve. Directors are elected by a plurality of the votes cast at the meeting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**

***FOR***

**THE ELECTION OF EACH NAMED NOMINEE.**

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The following table sets forth, for the Class II nominees and our other current directors who will continue in office after the Annual Meeting, information with respect to their ages and position/office held with the Company:

Name	Age	Position/Office Held With the Company
<i>Class II Directors whose terms expire at the 2013 Annual Meeting of Stockholders</i>		
B. Ben Baldanza	51	President, Chief Executive Officer and Director
Carlton D. Donaway (1)	61	Director
David G. Elkins (1)	71	Director
Horacio Scapparone (1) (2) (3)	61	Director
<i>Class III Directors for election at the 2014 Annual Meeting of Stockholders</i>		
William A. Franke	76	Director and Chairman of the Board
H. McIntyre Gardner (2) (4)	51	Director
John R. Wilson (3)	48	Director
<i>Class I Directors whose terms expire at the 2015 Annual Meeting of Stockholders</i>		
Robert D. Johnson (4)	65	Director
Barclay G. Jones III (4)	52	Director
Stuart I. Oran (1) (2) (3)	62	Director

- (1) Member of the compensation committee of the Board.
- (2) Member of the nominating and corporate governance committee of the Board.
- (3) Member of the finance committee of the Board.
- (4) Member of the audit committee of the Board.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

**Nominees for Election to a Three-Year Term Expiring at the 2016 Annual Meeting of Stockholders**

**B. Ben Baldanza** has been a member of the Board since May 2006. He has served as our President and Chief Executive Officer since May 2006 and as our President and Chief Operating Officer from January 2005 to May 2006. From August 1999 to January 2005, Mr. Baldanza served as Senior Vice President of Marketing and Planning at US Airways, where he was responsible for route planning, scheduling, pricing and revenue management, marketing, sales, cargo, distribution and the international division. Prior to US Airways, Mr. Baldanza served as Managing Director and Chief Operating Officer of Grupo Taca, an airline group based in Latin America. Mr. Baldanza previously held positions at Continental Airlines, Northwest Airlines and American Airlines. The Board has concluded that Mr. Baldanza should continue to serve on the Board based on his experience in the airline industry and due to his position as Chief Executive Officer.

**Carlton D. Donaway** has been a member of the Board since January 2013. Since 2004, Mr. Donaway has been the principal and Chairman of JSKD Advisors LLC, a consulting firm. From 2004 to 2008, Mr. Donaway was an advisor to Cerberus Capital Management, L.P. ( "Cerberus" ), a private investment firm, and to Cerberus Operations and Advisory Company, an affiliate of Cerberus that offers senior management and advisory services. Prior to working with Cerberus, Mr. Donaway served as Executive Chairman of DHL Holdings-USA, a division of Deutsche Post DHL that provides international express and mail services. He was also Chairman and Chief Executive Officer of Airborne, Incorporated, a global transportation and logistics company. Mr. Donaway served as a board member and Chairman of Anchor Glass Container Corporation, a glass container manufacturer, from November 2004 to June 2005. In August of 2005, Anchor Glass Container Corporation filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code. Mr. Donaway also served as a board member of ACE Aviation Holdings, an investment holding company for various aviation interests, from 2004 to 2008. The Board

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has concluded that Mr. Donaway should continue to serve on the Board and compensation committee based on his knowledge of the aviation industry, experience in operational and governance matters, leadership and general business experience.

**David G. Elkins** has been a member of the Board since July 2010. Mr. Elkins retired in 2003 as President and Co-Chief Executive Officer of Sterling Chemicals, Inc., a North American chemicals producer headquartered in Houston, Texas. In 2001, Sterling Chemicals filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code. Prior to joining Sterling Chemicals in 1998, Mr. Elkins was a senior partner in the law firm of Andrews Kurth LLP, where he specialized in corporate and business law. Mr. Elkins formerly served as an independent director of numerous public and private corporations, including The Houston Exploration Company, Holley Performance Products, Inc. (non-executive Chairman), Pliant Corporation, Zilog, Inc., Sterling Chemicals, Inc., Guilford Mills, Inc., Pioneer USA, Inc. and Memorial Hermann Hospital System. M. Elkins currently serves on the Development Board of the University of Texas at Arlington. The Board has concluded that Mr. Elkins should continue to serve on the Board and compensation committee based on his experience with corporate and financial transactions, corporate governance expertise, human resources and executive compensation expertise and business leadership experience.

**Horacio Scapparone** has been a member of the Board since 2006. From 1997 until 2012 he served as Chief Executive Officer of the Bristol Group, an Argentine insurance group dedicated to property and casualty and surety businesses. From 2002 to 2007, he was a board member and Chairman of Alpargatas SAIC, a large Argentine textile company sold in 2007 to a Brazilian textile company. In 2007 Alpargatas filed for protection under Argentinean bankruptcy law. The Board has concluded that Mr. Scapparone should continue to serve on the Board, and the compensation, nominating and corporate governance and finance committees, based on his financial expertise, general business experience and familiarity with Latin America.

### **Directors Continuing in Office Until the 2014 Annual Meeting of Stockholders**

**William A. Franke** has been Chairman of the Board since July 2006. Mr. Franke is the Managing Partner of Indigo Partners LLC ( Indigo ), a private equity fund focused in air transportation, and a Managing Partner of Newbridge Latin America, a private equity fund focused on Latin America. Mr. Franke also serves on the boards of Wizz Air Limited, a Hungarian airline, and Concesionaria Vuela Compañía de Aviación, S.A. de C.V., which does business as Volaris, a Mexican airline. He served on the boards of Tiger Aviation Pte. Ltd, a Singapore-based airline, from 2004 to 2009, and was its founding chair, Alpargatas S.A.I.C, an Argentina-based footwear and textiles manufacturer, from 1996 to 2007, and Phelps Dodge Corporation, a mining company, including service as the lead outside director for several years, from 1980 to 2007. Mr. Franke was also the Chairman of America West Airlines from 1992 to 2001, where he also served as Chief Executive Officer from 1993 to 2001. The Board has previously concluded that Mr. Franke should serve on the Board as Chairman based on his private equity experience in the air transportation industry, his prior directorships, his financial literacy and his general business experience.

**H. McIntyre Gardner** has been a member of the Board since July 2010. Mr. Gardner retired in 2008 from Merrill Lynch & Co., Inc. as the Head of Americas Region and Global Bank Group, Global Private Client. Prior to joining Merrill Lynch in July 2000, Mr. Gardner was the President and Chief Operating Officer of Helen of Troy Limited, a personal care products manufacturer. The Board has previously concluded that Mr. Gardner should serve on the Board and on the audit and nominating and corporate governance committees, based on his financial and business skills, extensive corporate finance experience and broad financial expertise.

**John R. Wilson** has been a member of the Board since 2009. Mr. Wilson has been a Principal of Indigo since 2004, and, prior to that, held positions at America West Airlines and Northwest Airlines. Mr. Wilson also served on the boards of Wizz Air Holdings Plc and Volaris. The Board has previously concluded that Mr. Wilson should serve on the Board and finance committee based on his experience in the airline industry, his financial expertise and his general business experience.



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**Robert D. Johnson** has been a member of the Board since July 2010. Mr. Johnson retired in 2008 as Chief Executive Officer of Dubai Aerospace Enterprise (DAE), a global aerospace engineering and services company. In 2005, prior to DAE, Mr. Johnson was Chairman of Honeywell Aerospace, a leading global supplier of aircraft engines, equipment, systems and services, where he also served prior to 2005 as President and Chief Executive Officer. Prior to Honeywell Aerospace, Mr. Johnson held management positions at various aviation and aerospace companies. He served on the board of directors of Ariba, Inc., a publicly traded software company, from 2005 to 2012, and currently serves on the board of directors of Spirit Aerosystems, a publicly traded aerospace components company that is not affiliated with Spirit Airlines, and Roper Industries, Inc., a publicly traded diversified industrial company. The Board has previously concluded that Mr. Johnson should serve on the Board and audit committee because of his experience in the aviation and aerospace industries, his financial expertise and his general business knowledge.

**Barclay G. Jones III** has been a member of the Board since 2006. Since March 2000, Mr. Jones has been the Executive Vice President of Investments for iStar Financial Inc., a publicly traded finance company focused on the commercial real estate industry. Prior to iStar, Mr. Jones was at W.P. Carey & Co., an investment management company, where he served in a variety of capacities, including Vice Chairman and Chief Acquisitions Officer. The Board has previously concluded that Mr. Jones should serve on the Board and audit committee based on his financial expertise and his general business experience.

**Stuart I. Oran** has been a member of the Board since 2004. During the past eleven years, Mr. Oran has been the Managing Member of Roxbury Capital Group LLC, a merchant banking firm that he founded in April 2002 and since September 2010 an Operating Partner of Liberty Hall Capital Partners, a private equity firm focused on the aerospace industry. From 1994 to 2002 Mr. Oran held a number of senior executive positions at United Airlines. Mr. Oran also serves on the boards of Red Robin Gourmet Burgers, Inc., a national casual dining chain, Bond Street Holdings, Inc., a bank holding company, and its wholly owned subsidiary, Florida Community Bank, National Association. He previously served on the boards of Wendy's International, Inc., a fast food company, from March 2004 to September 2008, Polaris Acquisition Corp., an acquisition company, from July 2007 to May 2009 and Deerfield Capital Corp., an investment management company that was merged into a financial institution, from 2008 to early 2011. The Board has previously concluded that Mr. Oran should serve on the Board, and on the compensation, nominating and corporate governance and finance committees based on his experience in the airline industry, his experience on public company boards and his general business experience.

**Executive Officers**

The following is biographical information for our executive officers not discussed above.

<b>Name</b>	<b>Age</b>	<b>Position(s)</b>
Barry Biffle	41	Executive Vice President and Chief Marketing Officer
Thomas Canfield	57	Senior Vice President, General Counsel and Secretary
Edward M. Christie, III	42	Senior Vice President and Chief Financial Officer
Tony Lefebvre	44	Senior Vice President and Chief Operating Officer
James Lynde	57	Senior Vice President, Human Resources
Edmundo Miranda	36	Vice President, Controller

**Barry Biffle** has served as our Chief Marketing Officer since February 2005. From 2003 to 2005, Mr. Biffle served as Managing Director of Marketing at US Airways, where he was responsible for advertising, direct marketing, the frequent flier program, US Airways Vacations and product development. Additionally, Mr. Biffle held other key positions in network planning, sales and marketing while at US Airways. Prior to joining US Airways, Mr. Biffle held several management positions at American Eagle Airlines.

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**Thomas Canfield** has served as our Senior Vice President and General Counsel since October 2007. From September 2006 to October 2007, Mr. Canfield served as General Counsel & Secretary of Point Blank Solutions, Inc., a manufacturer of antiballistic body armor. Prior to Point Blank, from 2004 to 2007, he served as CEO and Plan Administrator of AT&T Latin America Corp., a public company formerly known as FirstCom Corporation, which developed high-speed fiber networks in 17 Latin American cities. AT&T Latin America Corp. underwent a reorganization under Chapter 11 of the U.S. Bankruptcy Code beginning in 2003. Mr. Canfield also served as General Counsel & Secretary at AT&T Latin America Corp from 1999 to 2004. Previously, Mr. Canfield was Counsel in the New York office of Debevoise & Plimpton LLP. Mr. Canfield serves on the board and on the audit and nominating/governance committees of Iridium Communications Inc., a satellite communications company. Mr. Canfield previously served on the boards of directors of Birch Telecom Inc., a telecommunications company, from 2006 to 2008, and Tricom S.A., a telecommunications company, from 2004 to 2010.

**Edward M. Christie, III** has served as our Senior Vice President and Chief Financial Officer since April 2012. Prior to joining the Company, Mr. Christie served as Vice President and Chief Financial Officer of Pinnacle Airlines Corp. from July 2011 to March 2012. Prior to that, Mr. Christie was a partner in the management consulting firm of Vista Strategic Group LLC from May 2010 to July 2011. Mr. Christie served in various positions from 2002 to 2010 at Frontier Airlines, including as Chief Financial Officer from June 2008 to January 2010, as Senior Vice President, Finance from February 2008 to June 2008, as Vice President, Finance from May 2007 to February 2008, and before that in several positions, including Corporate Financial Administrator, Director of Corporate Financial Planning, and Senior Director of Corporate Financial Planning and Treasury.

**Tony Lefebvre** has served as our Senior Vice President and Chief Operating Officer since June 2011. Prior to that, he served as our Senior Vice President, Airport and Inflight Operations from October 2005 to June 2011. Mr. Lefebvre formerly served as the Managing Director, Europe at US Airways, Inc. from August 2002 to October 2005 where he was responsible for airport operations, sales and marketing and reservations within the region. From September 1998 to August 2002, Mr. Lefebvre was the Managing Director, Cargo for US Airways, Inc. and was responsible for its worldwide cargo business. On April 26, 2013, Mr. Lefebvre informed our CEO of his intention to pursue an opportunity with a non-competing business and agreed that he would assist the Company during a mutually agreed transition period. For more information regarding the terms of Mr. Lefebvre's resignation, see Compensation Discussion and Analysis Narrative Disclosure to Summary Compensation Table and Grants of Planned-Based Awards Employment Agreements and Offer Letters elsewhere in this Proxy Statement.

**James Lynde** has served as our Senior Vice President, Human Resources since January 2012. Prior to that, he was an independent consultant from 2010 until 2012, and he was Chief People Officer for Sagittarius Brands, a multi-brand restaurant business from 2006 to 2010. From 2005 to 2006, he was SVP, Human Resources for Unisource Worldwide, an international distribution business, where he led HR and strategic planning. From 1995 to 2004, Jim was SVP, People for Red Lobster, where he was responsible for human resources and all operations training. Prior to that, Lynde was VP, Human Resources with Westin/Starwood Hotels and Resorts. Mr. Lynde began his career with PG&E Corp.

**Edmundo Miranda** has served as our Vice President and Controller since January 2012. Prior to that, he served as our Senior Director, Corporate Controller from January 2009 to December 2011 and as Director of Corporate Accounting from July 2007 to January 2009. From 2001 to 2007, Mr. Miranda served in the audit practice of KPMG LLP, where he worked with publicly traded and mid-sized to large private corporations before leaving as a Manager.

## **Independence of the Board of Directors**

As required under the NASDAQ Stock Market rules, a majority of the members of a listed company's board of directors must qualify as independent, as affirmatively determined by the Board. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with all relevant securities and

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other laws and regulations regarding the definition of independent, including those set forth in pertinent listing standards of the NASDAQ Stock Market, as in effect from time to time.

Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent registered public accounting firm, the Board has affirmatively determined that Messrs. Donaway, Elkins, Gardner, Johnson, Jones, Oran and Scapparone are independent directors, and affirmatively determined that Jordon L. Kruse and Michael J. Lotz were independent directors prior to their respective resignations, in each case within the meaning of the applicable NASDAQ Stock Market listing standards.

As required under the NASDAQ Stock Market rules, our independent directors meet in executive sessions at which only independent directors are present.

Beginning on January 25, 2012, the Company was no longer exempt from certain rules of the NASDAQ Stock Market that require that the audit committee and compensation committee be comprised entirely of independent directors under the controlled company exception, and the phase-in periods applicable to the foregoing NASDAQ Stock Market requirements commenced. Accordingly, John R. Wilson discontinued his service as a member of the audit committee on June 1, 2012, and Mr. Franke discontinued his service as a member of the compensation committee on January 24, 2013, in each case, within the requisite tail periods under the NASDAQ Stock Market rules.

There are no family relationships among any of our directors or executive officers.

## **Information Regarding the Board of Directors and its Committees**

### ***Board Responsibilities; Risk Oversight***

The Board is responsible for, among other things, overseeing the conduct of our business; reviewing and, where appropriate, approving our major financial objectives, plans and actions; and reviewing the performance of our chief executive officer and other members of management based on reports from the compensation committee. Following the end of each year, the Board conducts an annual self-evaluation, which includes a review of any areas in which the Board or management believes the Board can make a better contribution to our corporate governance, as well as a review of the committee structure and an assessment of the Board's compliance with corporate governance principles. In fulfilling the Board's responsibilities, directors have full access to our management and independent advisors. With respect to the Board's role in our risk oversight, our audit committee discusses with management our policies with respect to risk assessment and risk management and our significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures. Our audit committee reports to the full Board with respect to these matters, among others. Our compensation committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and regularly reports to the entire Board about such risks.

### ***Leadership Structure***

We have historically separated the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for setting our strategic direction and our day-to-day leadership and performance, while the Chairman of the Board provides guidance to the CEO, and sets the agenda for Board meetings and presides over meetings of the full Board. Mr. Franke currently serves as our Chairman of the Board, and Mr. Baldanza currently serves as our Chief Executive Officer. In addition, our amended and restated bylaws provide that the independent directors may appoint a lead director from among them to perform such duties as may be assigned by the Board.

### ***Board Committees***

The Board has the following standing committees: an audit committee, a compensation committee, a nominating and corporate governance committee and a finance committee. The composition and responsibilities

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of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by the Board.

*Audit Committee*

Our audit committee oversees our corporate accounting and financial reporting process. Among other matters, the audit committee evaluates the independent auditors' qualifications, independence and performance; determines the engagement of the independent auditors; reviews and approves the scope of the annual audit and the audit fee; discusses with management and the independent auditors the results of the annual audit and the review of our quarterly financial statements; approves the retention of the independent auditors to perform any proposed permissible non-audit services; monitors the rotation of partners of the independent auditors on the Company's engagement team as required by law; reviews our critical accounting policies and estimates; oversees our internal audit function and annually reviews the audit committee charter and the committee's performance. The current members of our audit committee are H. McIntyre Gardner, who is the chair of the committee, Robert Johnson and Barclay Jones. All members of our audit committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and the NASDAQ Stock Market. The Board has determined that H. McIntyre Gardner is an audit committee financial expert as defined under the applicable rules of the SEC and has the requisite financial sophistication as defined under the applicable rules and regulations of the NASDAQ Stock Market. Messrs. Gardner, Johnson and Jones are independent directors as defined under the applicable rules and regulations of the SEC and the NASDAQ Stock Market. Beginning January 25, 2012, we were no longer a controlled company within the meaning of the NASDAQ Stock Market rules. Accordingly, Mr. Wilson discontinued his service as a member of the audit committee on June 1, 2012, as required under NASDAQ rules. The audit committee operates under a written charter that satisfies the applicable standards of the SEC and the NASDAQ Stock Market. A copy of the audit committee charter is available to security holders on the Company's website at <http://ir.spirit.com>.

*Compensation Committee*

Our compensation committee reviews and recommends policies relating to compensation and benefits of our officers and employees. The compensation committee reviews and approves corporate goals and objectives relevant to compensation of our Chief Executive Officer and other executive officers, evaluates our performance in light of those goals and objectives, and sets the compensation of these officers based on such evaluations. The compensation committee considers recommendations of our Chief Executive Officer with respect to the compensation of other Company officers. Our Chief Executive Officer evaluates each other officer's overall performance and contributions to us at the end of each fiscal year and reports to the compensation committee his recommendations of the other officers' compensation. The compensation committee also administers the issuance of stock options and other awards under our equity-based compensation plans. During 2012, the compensation committee continued to engage Towers Watson & Co. (Towers Watson), an independent executive compensation advisory firm originally engaged by the compensation committee in 2011, as the compensation committee's independent consultant. Based on information provided by Towers Watson and by Company management, in April 2013, the compensation committee determined that no conflict of interest currently exists with, or was raised during the 2012 fiscal year by the work of, Towers Watson, and Towers Watson is independent considering all of the six factors enumerated by the SEC for evaluating adviser independence. The compensation committee reviews and evaluates, at least annually, the performance of the compensation committee and its members, including compliance of the compensation committee with its charter. The current members of our compensation committee are Messrs. Donaway, Elkins, Oran and Scapparone, with Mr. Elkins serving as the chair of the committee. A copy of the compensation committee charter is available to security holders on the Company's website at <http://ir.spirit.com>.

The Board has affirmatively determined that each of Messrs. Donaway, Elkins, Oran and Scapparone meets the definition of independent director for purposes of the NASDAQ Stock Market listing rules and for purposes of Section 162(m) of the Internal Revenue Code. As we were no longer a controlled company within

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the meaning of the NASDAQ Stock Market rules beginning on January 25, 2012, William A. Franke discontinued his service as a member of the compensation committee on January 24, 2013.

*Nominating and Corporate Governance Committee*

The nominating and corporate governance committee is responsible for making recommendations regarding candidates for directorships and the size and composition of the Board. In addition, the nominating and corporate governance committee is responsible for overseeing our corporate governance guidelines and reporting and making recommendations concerning governance matters. For Board membership, the nominating and corporate governance committee takes into consideration applicable laws and regulations (including the NASDAQ Stock Market listing standards), diversity, age, skills, experience, integrity, ability to make independent analytical inquires, understanding of the Company's business and business environment, willingness to devote adequate time and effort to Board responsibilities and other relevant factors.

The nominating and corporate governance committee reviews candidates for director in the context of the current composition, skills and expertise of the Board, the operating requirements of the Company and the interests of stockholders. In the case of new director candidates, the nominating and corporate governance committee determines whether the nominee must be independent for purposes of NASDAQ Stock Market Rules and applicable SEC rules and regulations. The nominating and corporate governance committee then compiles a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The nominating and corporate governance committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the functions and needs of the Board. The nominating and corporate governance committee meets to discuss and consider such candidates' qualifications. All members of the nominating and corporate governance committee, the Chairman and the Chief Executive Officer and President then interview candidates that the nominating and corporate governance committee believes have the requisite background, before recommending a nominee to the Board, which votes to elect the nominees.

The nominating and corporate governance committee will consider director candidates recommended by stockholders. Though the committee has not established a formal policy with regard to consideration of director candidates recommended by stockholders, the Board believes that such the procedures set forth in the Company's amended and restated bylaws are currently sufficient and that the establishment of a formal policy is not necessary.

Stockholders who wish to recommend individuals for consideration by the nominating and corporate governance committee to become nominees for election to the Board may do so by delivering, along with any updates or supplements required by the Company's amended and restated bylaws, a written recommendation, c/o the Company's Secretary, to the following address: Spirit Airlines, Inc., 2800 Executive Way, Miramar, Florida 33025 not earlier than the 120<sup>th</sup> day prior to and not later than the 90<sup>th</sup> day prior to the first anniversary of the Company's annual meeting of stockholders for the preceding year; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, such recommendation shall be delivered not earlier than the 120<sup>th</sup> day prior to the Company's annual meeting and not later than the 90<sup>th</sup> day prior to such annual meeting, or, if later, the 10<sup>th</sup> day following the day on which public disclosure of the date of such annual meeting was first made. Submissions must include the required information and follow the specified procedures set forth in the Company's amended and restated bylaws. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected. The nominating and corporate governance committee will evaluate any director candidates that are properly recommended by stockholders in the same manner as it evaluates all other director candidates, as described above.

The nominating and corporate governance committee is comprised of Messrs. Gardner, Oran and Scapparone, with Mr. Gardner serving as the chair of the committee. Potential candidates for nomination to the

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Board will be discussed by the committee. The Board has affirmatively determined that each of Messrs. Gardner, Oran and Scapparone meets the definition of independent director for purposes of the NASDAQ Stock Market listing rules. A copy of the nominating and corporate governance committee charter is available to security holders on the Company's website at <http://ir.spirit.com>.

### *Finance Committee*

The finance committee, which was formed in February 2012, oversees and makes recommendations regarding the Company's capital plans and budgets, cash management plans and activities, and new business opportunities or financing transactions. The finance committee is comprised of Messrs. Oran, Scapparone and Wilson, with Mr. Wilson serving as chair of the committee. A copy of the finance committee charter is available to security holders on the Company's website at <http://ir.spirit.com>.

### **Meetings of the Board of Directors, Board and Committee Member Attendance and Annual Meeting Attendance**

The Board met six times during 2012. The audit committee of the Board met eight times, the compensation committee of the Board met nine times and the nominating and corporate governance committee met three times during 2012. The finance committee was formed in February 2012, but did not meet during the year. During 2012, each Board member attended 75% or more of the aggregate of the meetings of the Board and of the committees on which he served. We encourage all of our directors and nominees for director to attend our annual meeting of stockholders; however, attendance is not mandatory. All of our directors attended our annual meeting of stockholders in 2012.

### **Stockholder Communications with the Board of Directors**

Should stockholders wish to communicate with the Board or any specified individual directors, such correspondence should be sent to the attention of the Secretary, at 2800 Executive Way, Miramar, Florida 33025. The Secretary will forward the communication to the Board members.

### **Compensation Committee Interlocks and Insider Participation**

None of the members of our compensation committee is or has at any time during the past year been an officer or employee of ours. None of our executive officers currently serves or in the past year has served as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or compensation committee.

### **Code of Business Conduct and Ethics**

The Board has adopted a Code of Ethics and Business Conduct. The Code of Ethics and Business Conduct is applicable to all members of the Board, executive officers and employees, including our chief executive officer, chief financial officer and principal accounting officer. The Code of Ethics and Business Conduct is available under the Investor Relations section on our website at <http://ir.spirit.com> under Code of Ethics. The Code of Ethics and Business Conduct addresses, among other things, issues relating to conflicts of interests, including internal reporting of violations and disclosures, and compliance with applicable laws, rules and regulations. The purpose of the Code of Ethics and Business Conduct is to deter wrongdoing and to promote, among other things, honest and ethical conduct and to ensure to the greatest possible extent that our business is conducted in a legal and ethical manner. We intend to promptly disclose (1) the nature of any amendment to our code of ethics that applies to our directors, executive officers or other principal financial officers and (2) the nature of any waiver, including an implicit waiver, from a provision of our code of ethics that is granted to one of these specified directors, officers or other principal financial officers, the name of such person who is granted the waiver and the date of the waiver on our website in the future.

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### **Limitation of Liability and Indemnification**

Our amended and restated certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for:

any breach of the director's duty of loyalty to us or our stockholders;

any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or

any transaction from which the director derived an improper personal benefit.

Our amended and restated certificate of incorporation provides that we may indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. Our amended and restated bylaws also provide that we are obligated to indemnify our directors and officers to the fullest extent permitted by Delaware law and advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether we would otherwise be permitted to indemnify him or her under the provisions of Delaware law. We have entered into agreements to indemnify our directors, executive officers and other employees as determined by the Board. For more information, see "Certain Relationships and Related Transactions—Other Transactions" elsewhere in this Proxy Statement. With specified exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding. We believe these limitations of liability provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. We also maintain directors' and officers' liability insurance.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation, amended and restated bylaws and indemnification agreements may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duty. Our amended and restated certificate of incorporation provides that any such lawsuit must be brought in the Court of Chancery of the State of Delaware. The foregoing provisions may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act") may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. At present, there is no pending litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

**Table of Contents****PROPOSAL NO. 2:****RATIFICATION OF SELECTION OF INDEPENDENT****REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of the Board has engaged Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2013 and is seeking ratification of such selection by our stockholders at the Annual Meeting. Ernst & Young LLP has audited our financial statements since 1995. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our amended and restated bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm. However, the audit committee is submitting the selection of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain Ernst & Young LLP. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

To be approved, the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm must receive a FOR vote from the holders of a majority in voting power of the shares of common stock which are present in person or represented by proxy and entitled to vote on the proposal. Abstentions and broker non-votes will be counted towards a quorum. Abstentions will have the same effect as an AGAINST vote for purposes of determining whether this matter has been approved. Broker non-votes will have no effect on the outcome of this proposal.

**Principal Accountant Fees and Services**

The following table provides information regarding the fees incurred by Ernst & Young LLP during the years ended December 31, 2012 and 2011. All fees described below were approved by the audit committee

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
	<b>(in thousands)</b>	
Audit Fees	\$ 1,025	\$ 805
Audit-Related Fees		
Tax Fees		
All Other Fees	2	2
<b>Total Fees</b>	<b>\$ 1,027</b>	<b>\$ 807</b>

***Audit Fees***

Audit fees represent fees billed for professional services rendered for the audit of our annual financial statements, including reviews or our quarterly financial statements, as well as audit services provided in connection with certain other regulatory filings including our 2012 and 2011 filings of reports or registration statements on Form 10-K, Form 10-Q, Form S-1, and Form 8-K. Included in Audit Fees are approximately \$121,000 and \$187,000 for services rendered in connection with our registration statements on Forms S-1 and S-3, related to our initial public offering and secondary offerings, and Form S-8, comfort letter consents and other SEC-related work for 2012 and 2011, respectively.

***Audit-Related Fees***

There were no audit-related fees of Ernst & Young LLP during 2012 and 2011.



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***Tax Fees***

There were no tax fees of Ernst & Young LLP during 2012 and 2011.

***All Other Fees***

All other fees represent an annual license fee for access to Ernst & Young's web-based accounting research tool during 2012 and 2011.

**Pre-Approval Policies and Procedures**

The audit committee pre-approves all audit and non-audit services provided by its independent registered public accounting firm. This policy is set forth in the charter of the audit committee and available at <http://ir.spirit.com>.

The audit committee approved all audit and other services provided by Ernst & Young LLP for 2012 and 2011 and the estimated costs of those services. Actual amounts billed, to the extent in excess of the estimated amounts, were periodically reviewed and approved by the audit committee.

The audit committee considered whether the non-audit services rendered by Ernst & Young LLP were compatible with maintaining Ernst & Young LLP's independence and concluded that they were so compatible.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**

***FOR***

**THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP**

**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**FOR THE YEAR ENDING DECEMBER 31, 2013.**

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**PROPOSAL NO. 3:**

**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Exchange Act, the Company is providing stockholders with a non-binding, advisory vote on compensation programs for our named executive officers (sometimes referred to as "say on pay"). In 2012, our stockholders approved a frequency of every one year for holding this non-binding, advisory vote to approve executive compensation.

Accordingly, you may vote on the following resolution at the 2013 annual meeting:

RESOLVED, that the stockholders approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in this Proxy Statement.

To be approved, this proposal must receive a FOR vote from the holders of a majority in voting power of the shares of common stock which are present in person or represented by proxy and entitled to vote on the proposal. Abstentions and broker non-votes will be counted towards a quorum. Abstentions will have the same effect as an AGAINST vote for purposes of determining whether this matter has been approved. Broker non-votes will have no effect on the outcome of this proposal.

At our 2012 Annual Meeting of Stockholders, more than 99% of the shares voted were cast in favor of our management Say-on-Pay resolution. The compensation committee believes those voting results affirm our stockholders' support of our approach to executive compensation and did not make any fundamental changes for 2013. The Company recommends that stockholders again approve and support the decisions pertaining to the compensation of our named executive officers and the Company's executive compensation programs.

As described in detail under Compensation Discussion and Analysis, our compensation programs are designed to motivate our executives to create a successful company. Our philosophy is to make a significant percentage of an executive officer's compensation at-risk and tied to the Company's performance. We believe that our compensation program, with its balance of short-term incentives (including performance bonuses) and long-term incentives (including performance-based equity awards), rewards sustained performance that is aligned with long-term stockholder interests. Stockholders are encouraged to read the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure.

The Company does not pay tax gross-ups to its named executive officers with respect to retirement, severance or change in control payments. The Company has established stock ownership guidelines applicable to its named executive officers. The Company has established a policy prohibiting our named executive officers from engaging in hedging activities with respect to our stock.

This vote is nonbinding. The Board and the compensation committee expect to take into account the outcome of the vote when considering future executive compensation decisions to the extent they can determine the cause or causes of any significant negative voting results. Unless the Board modifies its determination on the frequency of future say-on-pay advisory votes, the next say-on-pay advisory vote will be held at the 2014 Annual Meeting of Stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**

***FOR***

**THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF**

**OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN**

**THE COMPENSATION DISCUSSION AND ANALYSIS, THE ACCOMPANYING COMPENSATION TABLES**

**AND THE RELATED NARRATIVE DISCLOSURE.**

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth, as of the Record Date (April 15, 2013), information regarding beneficial ownership of our capital stock by:

each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;

each named executive officer as set forth in the summary compensation table below;

each of our directors; and

all current executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power of that security, including options and warrants that are currently exercisable or exercisable within 60 days and restricted stock units that vest within 60 days. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown that they beneficially own, subject to community property laws where applicable.

Common stock subject to stock options and warrants currently exercisable or exercisable within 60 days of the Record Date and restricted stock units that vest within 60 days of the Record Date are deemed to be outstanding for computing the percentage ownership of the person holding these options, warrants and restricted stock units and the percentage ownership of any group of which the holder is a member but are not deemed outstanding for computing the percentage of any other person.

As of the Record Date, there were 72,629,176 shares of our voting common stock outstanding. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Spirit Airlines, Inc., 2800 Executive Way, Miramar, Florida 33025.

**Shares of Common Stock Beneficially Owned**

Name of Beneficial Owner	Common Stock	Securities Exercisable or Vesting Within 60 Days	Number of Shares Beneficially Owned	Percent
<b>5% Stockholders:</b>				
Funds affiliated with Indigo (1)	12,070,920		12,070,920	16.6%
Wellington Management Company, LLP (2)	6,768,266		6,768,266	9.3%
Manning & Napier Advisors, LLC (3)	5,028,090		5,028,090	6.9%
<b>Named Executive Officers and Directors:</b>				
B. Ben Baldanza	141,201		141,201	*
Barry Biffle	39,838		39,838	*
Thomas Canfield	29,869	2,500	32,369	*
Edward M. Christie III		11,875	11,875	*
David Lancelot (4)	140,175		140,175	*
Tony Lefebvre	18,100	2,500	20,600	*
William A. Franke (5)	12,074,848		12,074,848	16.6%
Carlton D. Donaway				*
David G. Elkins	3,408		3,408	*

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H. McIntyre Gardner	3,408		3,408	*
Robert D. Johnson	3,408		3,408	*
Barclay G. Jones III	3,408		3,408	*
Stuart I. Oran	3,408		3,408	*
Horacio Scapparone	3,408		3,408	*
John R. Wilson	3,408		3,408	*
<b>All 16 current directors and executive officers as a group</b>	12,341,378	17,625	12,359,003	17.0%

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- \* Represents beneficial ownership of less than one percent of the outstanding shares of common stock.
- (1) Shares of common stock listed consist of 11,266,193 shares held by Indigo Florida L.P. and 804,727 shares held by Long Bar Miramar LLC. William A. Franke is the managing member of a fund that is the general partner of Indigo Florida L.P. and is manager of a fund that is the manager of Long Bar Miramar LLC and as such, has voting and dispositive power over these shares. Mr. Franke disclaims beneficial ownership of the shares held by these entities except to the extent of any pecuniary interest therein. Each entity listed herein whose shares are beneficially owned by Indigo has a principal business address of: c/o Indigo Partners, 2525 East Camelback Road, Suite 800, Phoenix, Arizona 85016.
  - (2) Has a principal business address at 280 Congress Street. Boston, Massachusetts 02210.
  - (3) Has a principal business address at 290 Woodcliff Drive, Fairport, New York 14450.
  - (4) Mr. Lancelot resigned from the Company effective March 1, 2012. Beneficial ownership of shares is based upon most recent data available.
  - (5) Includes 3,928 shares owned by Mr. Franke individually.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the year ended December 31, 2012, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with except that (i) Mr. Baldanza filed two Forms 4 reporting an aggregate of four transactions not reported on a timely basis, (ii) Mr. Biffle filed four Forms 4 reporting an aggregate of eight transactions not reported on a timely basis, (iii) Mr. Canfield filed two Forms 4 reporting an aggregate of four transactions not reported on a timely basis, (iv) Mr. Lefebvre filed two Forms 4 reporting an aggregate of four transactions not reported on a timely basis, (v) Mr. Oran filed one Form 4 reporting one transaction not reported on a timely basis and (vi) Mr. Miranda filed a Form 3 not on a timely basis.

**Compensation Arrangements for Our Non-Employee Directors**

We compensate our non-employee directors for their service on the Board, but do not pay director fees to our directors who are our employees. In October 2011, we adopted a non-employee director compensation policy under which each non-employee director is entitled to receive an annual cash retainer of \$30,000 paid in quarterly installments and cash fees of \$1,500 for attendance at each meeting of the Board. In addition, each committee member is entitled to receive cash fees of \$1,500 for attendance at each committee meeting of the Board. The Chairman of the Board, Chair of the audit committee and Chairs of any other Board committees receives additional annual cash retainers of \$20,000, \$12,000 and \$5,000, respectively. Under the 2011 non-employee director compensation policy, directors also received grants of restricted stock units valued at \$20,000 based on the closing price of our common stock on January 3, 2012, vesting on June 1, 2012, which were intended to compensate the directors for service since our initial public offering date of June 1, 2011, and an annual grant of restricted stock units valued based on the closing price of our common stock on the grant date of February 16, 2012 at \$40,000 vesting in a single installment on February 16, 2013. This plan was in effect during all of 2012.

In late 2012, the compensation committee requested an updated analysis of the terms and conditions of the non-employee director compensation policy from Towers Watson, who has served as its independent adviser since 2011. The adviser undertook a detailed review of recent board compensation trends, including as to the form and amount of cash compensation and equity grants, chairperson retainers and stock ownership guidelines. The adviser used a sampling of companies of comparable size, taking 50% weighting from small to mid-sized air carriers and 50% from general industry, considering that the Company would be competing for director talent and experience from a variety of businesses. The analysis showed that the Board's compensation fell at approximately the 25<sup>th</sup> percentile among the population studied. After reviewing the data and analysis prepared by its adviser, and considering a report from management, the compensation committee resolved to recommend to the Board, and the Board subsequently adopted, a revised non-employee director compensation policy. The revised policy, which became effective on April 1, 2013, provides for an annual cash retainer of \$40,000 paid in quarterly installments and cash fees of \$1,500 for attendance at each Board or committee meeting. The Chairman of the Board, Chair of the audit committee, Chair of the compensation committee and chairs of any other Board committees receive additional annual cash retainers of \$40,000 (of which 50% would be payable in restricted stock units of equivalent value), \$15,000, \$7,500 and \$6,000, respectively. Non-employee directors are also entitled to receive an annual equity based grant (which could be in the form of stock options, restricted stock units, restricted stock or other equity-based compensation) with a fair market value of \$60,000 as of the grant date. Market value is computed by multiplying the number of restricted stock units by the average closing price per share of the Company's common stock for the five trading days immediately preceding the grant date. On April 8, 2013, each of our non-employee directors received a grant of 2,400 restricted stock units with a vesting

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date of April 8, 2014, with Mr. Donaway receiving an additional grant of 800 restricted stock units as an initial grant in consideration of his joining the board in 2013. Also on April 8, 2013, Mr. Franke received an additional 800 restricted stock units, representing 50% in value of his annual retainer as Chairman of the Board.

We have stock ownership guidelines for our non-employee directors which require our directors to retain, within five years, equity interests equal to the lesser of (i) a value of 3.0 times annual equity grant and (ii) 10,000 shares.

Non-employee directors are reimbursed for travel and other expenses incurred for attending meetings. Consistent with prevailing practice in the airline industry, non-employee directors are also afforded free positive-space family travel benefits on our airline, in our case up to a maximum value of \$5,000 per year.

The following table sets forth information concerning the compensation earned by our non-employee directors during the year ended December 31, 2012.

Name	Fees Earned or Paid in		Stock Awards (4)	Total
	Cash			
William A. Franke (1)	\$ 56,750		\$ 75,507(5)	\$ 132,257
Jordon L. Kruse (2)	\$ 30,250		\$ 25,507	\$ 55,757
Barclay G. Jones, III	\$ 46,750		\$ 65,507	\$ 112,257
Stuart I. Oran	\$ 46,750		\$ 65,507	\$ 112,257
Horacio Scapparone	\$ 46,750		\$ 65,507	\$ 112,257
John R. Wilson	\$ 42,250		\$ 65,507	\$ 107,757
David G. Elkins	\$ 46,750		\$ 65,507	\$ 112,257
H. McIntyre Gardner	\$ 57,000		\$ 65,507	\$ 122,507
Robert D. Johnson	\$ 46,750		\$ 65,507	\$ 112,257
Michael J. Lotz (3)	\$ 12,750			\$ 12,750

- (1) Mr. Franke is the sole member of Indigo Partners LLC, which prior to our initial public offering received annual fees totaling \$800,000 under the terms of a professional services agreement with us. This agreement was terminated on May 25, 2011.
- (2) Mr. Kruse resigned from the Board on August 8, 2012. He is a managing director at Oaktree Capital Management, LP ( Oaktree ). The annual fees payable to Mr. Kruse for his service on our board were paid to Oaktree.
- (3) Mr. Lotz was appointed to our board of directors in February 2011. He resigned from our board on March 1, 2012. Mr. Lotz is an officer of Mesa Air Group, Inc. The annual cash retainer payable to Mr. Lotz for his service on our board in 2012 were paid to Mesa Air Group, Inc.
- (4) Amounts shown in the Stock Awards column represent the aggregate grant date fair value of restricted stock units granted during 2012 computed in accordance with FASB ASC Topic 718. The table below shows the aggregate numbers of stock awards outstanding for each non-employee director as of December 31, 2012. None of the directors held any option awards as of December 31, 2012.

Name	Restricted stock units
William A. Franke	1,847
Jordon L. Kruse	1,327
Barclay G. Jones, III	1,327
Stuart I. Oran	1,327
Horacio Scapparone	1,327
John R. Wilson	1,327
David G. Elkins	1,327
H. McIntyre Gardner	1,327
Robert D. Johnson	1,327
Michael J. Lotz	

- (5) Mr. Franke received an additional grant of 520 restricted stock units in March 2012.





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**COMPENSATION DISCUSSION AND ANALYSIS**

The following discussion and analysis of compensation arrangements of our named executive officers should be read together with the compensation tables and related disclosures set forth below. This discussion contains forward-looking statements that are based on our current plans, considerations, expectations and determinations regarding future compensation programs. Actual compensation programs that we adopt may differ materially from currently planned programs as summarized in this discussion.

Our compensation committee is responsible for establishing, implementing, and monitoring adherence to our compensation philosophy. We seek to ensure that the total compensation paid to our executive officers is fair, reasonable and competitive. Our compensation committee is appointed by the Board. In 2012, our compensation committee determined the compensation for our Chief Executive Officer and all of our other named executive officers, or NEOs. During 2012, the compensation committee continued to engage Towers Watson, an independent executive compensation advisory firm originally engaged by the compensation committee in 2011, as the compensation committee's independent consultant. Based on information provided by Towers Watson and by Company management, in April 2013, the compensation committee determined that no conflict of interest currently exists with, or was raised during the 2012 fiscal year by the work of, Towers Watson, and Towers Watson is independent considering all of the six factors enumerated by the SEC for evaluating adviser independence.

With respect to executive compensation earned in 2012, the compensation committee based its decisions in part on market data provided by its consultant in 2011 and 2012. The compensation committee also considered input provided by our Chief Executive Officer and our Senior Vice President-Human Resources. Decisions of our compensation committee pertaining to the compensation of our named executive officers and the Company's executive compensation programs are regularly reported to, and in many instances concurred in by, the full Board.

Our NEOs for 2012 were as follows:

B. Ben Baldanza, Chief Executive Officer and President;

Barry Biffle, Executive Vice President and Chief Marketing Officer;

Edward M. Christie III, Senior Vice President and Chief Financial Officer

Thomas Canfield, Senior Vice President, General Counsel and Secretary;

Tony Lefebvre, Senior Vice President and Chief Operating Officer; and

David Lancelot, our former Senior Vice President and Chief Financial Officer (who resigned on March 1, 2012).

***Compensation Philosophy and Objectives***

The market for experienced management is highly competitive in our industry. Our goal is to attract and retain the most highly qualified executives to manage each of our business functions. In doing so, we draw upon a pool of talent that is highly sought within the airline industry. Within this talent pool, we seek out individuals who we believe will be able to contribute to our unique operating model and our vision of future success, our culture and values, and who will enhance the cohesiveness and productivity of our leadership team. We regard as fundamental that executive officer compensation be structured to provide competitive base salaries and benefits to attract and retain superior employees, and to provide incentive compensation to motivate executive officers to attain, and to reward executive officers for attaining, established financial, operational and other goals that are consistent with increasing stockholder value. In connection with our initial public offering in 2011, we modified our executive compensation program in light of current market and governance practices in order to enhance our focus on delivering value for our shareholders. Since that time and with the input and assistance of its independent consultants, our compensation committee has been adhering to an executive compensation program



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designed to provide appropriately balanced mixes of (i) fixed versus at-risk variable compensation, (ii) annual versus long-term compensation and (iii) cash versus equity compensation. As more particularly described below, our executive compensation program is structured around three primary components: fixed base salary, annual cash incentive compensation (bonuses) linked to performance targets and equity-based long-term incentive compensation consisting of a combination of restricted stock units and performance share units. In the first quarter of 2012, we approved equity-based long-term incentive compensation awarded to NEOs in the form of 50% restricted stock units vesting over four years and 50% performance share units tied to the Company's total shareholder return over a three-year period measured against a peer group of companies.

In determining the form and amount of compensation payable to the NEOs, we are guided by the following objectives and principles:

***Compensation levels should be competitive to attract and retain key executives.*** We aim to provide an executive compensation program that attracts, motivates and retains high performance talent and rewards them for our achieving and maintaining a competitive position in our industry. Total compensation (i.e. maximum achievable compensation) should increase with position and responsibility.

***Compensation should relate directly to performance, and incentive compensation should constitute a significant portion of total compensation.*** We aim to foster a pay-for-performance culture, with a significant portion of total compensation being at risk. Accordingly, a significant portion of total compensation should be tied to and vary with our financial, operational and strategic performance, as well as individual performance. Executives with greater roles and the ability to directly impact our strategic goals and long-term results should bear a greater proportion of the risk if these goals and results are not achieved. The amount of at risk pay is structured accordingly.

***Long-term incentive compensation should align executives' interests with our stockholders' interests.*** Awards of long-term incentives, including equity-based compensation, encourage executives to focus on achieving our long-term growth objectives and incentivize executives to manage the Company from the perspective of stockholders with a meaningful stake in us, as well as to focus on long-term career orientation.

### ***Consideration of 2012 Stockholder Advisory Vote on Executive Compensation***

At our annual meeting of stockholders last year, our stockholders expressed strong support for our compensation programs and the compensation of our named executive officers, with an approval rate of approximately 99.3% for our management Say-on-Pay resolution. Following consideration of this support, as well as the modifications the compensation committee had already made to our 2012 compensation programs, including the introduction of performance-based equity awards tied to our total stockholder return, the compensation committee made no significant changes to the overall design of our compensation program during 2012. The compensation committee continuously endeavors to ensure that management's interests are aligned with those of our stockholders and support long-term value creation.

### ***Determination of Compensation***

The compensation committee meets periodically to specifically review and determine adjustments, if any, to the Chief Executive Officer's compensation, including his base salary, annual bonus compensation and long-term equity awards, and to review and consider recommendations of the Chief Executive Officer with respect to the other NEOs' base salaries, annual bonus compensation and long-term equity awards. For 2012, the compensation committee determined each individual component of compensation for our NEOs. Decisions of our compensation committee pertaining to the compensation of our named executive officers and the Company's executive compensation programs are regularly reported to, and in many instances concurred in by, the full Board. The compensation committee annually evaluates our company-wide performance against the approved

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operating plan for the prior fiscal year. The compensation committee also meets periodically to discuss compensation-related matters as they arise during the year. For each fiscal year, Mr. Baldanza, our Chief Executive Officer, evaluates each other NEO's individual performance and contributions to the Company's success and reports to the compensation committee his recommendations regarding each element of the other NEOs' compensation. Mr. Baldanza does not participate in any formal discussion with the compensation committee regarding decisions on his own compensation and he recuses himself from meetings when his compensation is discussed.

In July 2011, the compensation committee engaged Towers Watson as an independent compensation consultant to assist the compensation committee with our executive compensation program design. Since that time, Towers Watson has worked closely with the compensation committee to determine an appropriate executive compensation strategy that supports our objectives: maintaining low costs, profitable growth, sound cash flow and safe and reliable operations. In considering approaches to executive compensation, the compensation committee also has reviewed ways to strengthen the alignment of management's interests with the interests of shareholders, strengthen our ability to retain key executive talent and design plans that account for the relatively high volatility of our industry.

In order to assist the compensation committee in setting appropriate compensation metrics and target amounts, in December 2011, Towers Watson provided an initial competitive assessment of our 2011 executive compensation levels. Towers Watson also provided a market analysis of our 2012 compensation in December 2012. After consideration, and based on recommendations from Towers Watson, the compensation committee approved the following public companies as an appropriate benchmarking peer group for compensation market comparison purposes following Towers Watson's initial review:

Allegiant Travel Company

Pinnacle Airlines Corp.

Hawaiian Holdings Inc.

Republic Airways Holdings Inc.

Sky West Inc.

JetBlue Airways Corporation

Alaska Air Group, Inc.

At the same time, the compensation committee also approved the following larger group of publicly traded airline companies as an appropriate peer group for measuring total shareholder return under the performance share units awarded to our executive officers in the first quarter of 2012:

Allegiant Travel Company

Pinnacle Airlines Corp.

Hawaiian Holdings Inc.

Republic Airways Holdings Inc.

Sky West Inc.

JetBlue Airways Corporation

Alaska Air Group, Inc.

US Airways

Southwest Airlines

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Delta Airlines

United Continental

In using peer group data, the compensation committee, with the recommendation of Towers Watson, focused on the group of small to medium-sized passenger carriers as an appropriate universe for assessing the amounts and percentile rankings of compensation elements for NEOs, including base salaries, short-term incentives (bonuses) and long-term equity-based incentives. The committee judged that the Company's competition for executive talent came significantly from these carriers. A larger group of airlines was used for comparing the Company's total shareholder return under our performance share units, because the Company competes with all other airline companies for equity investors.

Pinnacle Airlines Corp. was subsequently removed from both peer groups because it filed for bankruptcy. Towers Watson primarily used the peer group to assess the competitiveness of our Chief Executive Officers and Chief Operating Officers compensation, as these positions would normally be recruited from other passenger airlines. In assessing the compensation of our Chief Financial Officer, Chief Marketing Officer and General Counsel, the consultant used a blended approach consisting of both peer group proxy data and broader industries survey data, adjusted for business size, as these positions could also be recruited from companies in other industries. For its December 2012 analysis, the survey data were pulled from the following executive pay surveys and aged to December 1, 2012:

*Seabury 2012 Airline Industry Compensation Survey Analysis;*

*Towers Watson 2012 Compensation Survey Reports (CSR) General Industry Top Management Compensation Survey Report;*

*Towers Watson 2012 Compensation Data Bank (CDB) General Industry Executive Compensation Survey Report; and*

*William M. Mercer 2012 Executive Compensation Survey.*

The data from the three general industry executive surveys were cut in scope to focus on companies with revenues approximating the Company's last twelve months of revenues of approximately \$1.264 billion as of September 30, 2012. The compensation committee was not aware of the individual participating companies in the surveys and reviewed the data in a summarized fashion.

Following the consultant's initial December 2011 analysis, which had indicated that our NEOs' 2011 target direct compensation levels approximated the 25<sup>th</sup> percentile of the market, the committee approved an overall guideline of compensating our senior management generally around the market median. Within this general guideline, the committee concluded the following based on our objectives and unique business model:

*Base Salary:* In keeping with the objective of maintaining low fixed costs and managing cash resources, base salaries would be set below market median levels.

*Short-Term Incentive:* In order to appropriately reward achievement of our annual business and financial objectives, short-term incentives would be set above market median levels.

*Long-Term Incentive:* To incentivize profitable longer term growth, increase alignment with shareholder interests and provide for retention of key talent, long-term equity-based incentives would be set above market median levels.

Our executive compensation philosophy contemplates that the compensation committee would annually select a mix of the foregoing compensation elements intended to deliver total direct compensation (base salary, annual incentive compensation and long-term incentive compensation), upon attainment of performance targets, at the 50<sup>th</sup> market positioning percentile. However, the committee reserved discretion to deviate from the above guidelines as necessary to account for changing industry characteristics, our particular business model, individual

performance and other factors.

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### ***2012 Compensation Actions***

Based on identified gaps between the 2011 pay levels and the defined pay strategy, described above, the following adjustments to named executive officers' pay packages were implemented for 2012:

Increases in target bonus opportunity levels for NEOs in line with the desired positioning of approximating the 60<sup>th</sup> percentile of the market.

The mix of long-term incentive equity grants was changed to consist solely of 50% restricted stock units and 50% performance share units. The performance shares units are earned, if at all, based on the Company's Total Stockholder Return ranking relative to that of a peer group over a three-year performance period.

Towers Watson's December 2012 analysis indicated that overall our NEOs' 2012 target total cash compensation (base salary plus target bonus opportunity) approximated the 45<sup>th</sup> percentile of the market. The NEOs' 2012 equity compensation awards approximated the 75<sup>th</sup> percentile of the market, resulting in total target direct compensation levels (base salary plus target bonus opportunity plus equity compensation) at approximately the 65<sup>th</sup> percentile of the market. The equity-based compensation recently awarded to NEOs for 2013 approximated the 60<sup>th</sup> percentile of the market, in line with the committee's desired positioning.

### ***Components of Compensation for 2012***

For 2012, our performance-driven compensation program for our NEOs consisted of four components:

base salary;

annual cash incentive program (bonus);

equity-based long-term incentives; and

benefits.

We are continuing to build our executive compensation program around each of the above elements because each individual component is useful in achieving one or more of the objectives of the program and we believe that, collectively, they are effective in achieving our overall objectives.

**Base Salary.** We provide our NEOs and other employees with a base salary to compensate them for services rendered during the fiscal year. The base salary payable to each NEO is intended to provide a fixed component of compensation reflecting the executive's skill set, experience, role and responsibilities. Base salary amounts are established based on consideration of, among other factors, the scope of the NEOs' responsibilities, ability to contribute to the Company's success, years of service and the compensation committee's general knowledge of the competitive market, based on, among other things, experience with other companies and our industry and market data provided by Towers Watson.

The NEOs did not receive any base salary increases in 2012. The NEOs' 2012 base salaries are set forth under the Summary Compensation Table below. The amounts shown for Messrs. Christie and Lynde are pro-rated to reflect each of their employment start dates in the year.

**Bonuses.** Cash bonuses are intended to provide incentives to drive company-wide financial and operating performance. All of our NEOs are eligible for annual cash bonuses, which are determined annually based on achievement of a set of pre-established financial and operational performance metrics established for the year at the time of the Board's approval of the annual operating plan. The determination of the amount of annual bonuses paid to our executive officers also reflects a number of considerations by the compensation committee acting in its discretion, including the Company's safety performance and a subjective evaluation of the individual contribution of each executive officer during the relevant period.





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In March 2012, the compensation committee, based on a review of benchmarking and other data provided by its independent consultant, Towers Watson, and considering our Company objectives and operating plan for the year 2012, adopted our 2012 short-term incentive plan for our NEOs. Payments under the 2012 plan would be triggered by achievement of a minimum level of net income of \$75 million. Based on the market data, the bonus opportunity percentages were revised to 100% for the chief executive officer and to 70% for all other NEOs. Assuming the minimum net income amount was achieved, payout would be based on our performance against our 2012 operating plan as to adjusted ex-fuel CASM (defined as operating costs per available seat mile as adjusted for distribution and marketing expense, equity compensation expense and bonus expense), adjusted total RASM (defined as operating revenue per available seat mile as adjusted for distribution and marketing expense), free cash flow (defined as EBITDA plus equity and cash bonus incentive compensation, less taxes, capital expenditures (including heavy maintenance capital expenditures), net maintenance reserves, sale/lease back gain (loss) net of pre-delivery deposit returns and pre-delivery deposits) and a basket of four reliability metrics, including on-time performance, completion factor, fleet launch and the rate of mishandled bags per 100,000. For the adjusted CASM, adjusted RASM and free cash flow metrics, payout would vary, on a linear basis, from \$0, if results were below a threshold level, to 50% of target value at threshold level, to 100% of target value, if target 2012 operating plan levels were achieved, to up to 200% of target value, if defined stretch levels of metrics were achieved in excess of those set forth in our 2012 operating plan. Payout as to each metric would be additive to the payout, if any, on other metrics. Payout as to the four reliability metrics would also be additive and, as to three of those four metrics, would depend on a minimum ranking compared to other passenger airlines, based on public DOT reports on each reliability metric. The compensation committee also reserved discretion to adjust payouts in light of safety events occurring during the year and other factors it deems relevant in assessing actual performance in 2012 compared to our 2012 operating plan. The following table sets forth the targets for each of the measures described above, in addition to the Company's actual achievement relative to those targets.

Metric and Weight	Target Level	Actual 2012 Results	Payout Percentage
	100% Payout		
Adjusted Operating CASM (40%)	5.14 cents	5.45 cents	23.9%
Adjusted Total RASM (30%)	10.16 cents	11.22 cents	38.6%
Free Cash Flow (20%)	\$ 48,327	\$ 23,432	0%
Reliability (10%)	Top 75% of competitors	16 <sup>th</sup> of 16	7.5%
- On time Departures		10 <sup>th</sup> of 16	
	90%		
- Completion Departures		2 <sup>nd</sup> of 16	
- Mishandled bags per 100,000		90.8%	
- Fleet launch			
		<b>Total Achieved</b>	<b>70%</b>

In March 2013, the compensation committee considered the Company's performance under the metrics previously selected for 2012, namely adjusted CASM ex-fuel, adjusted RASM, free cash flow and a basket of reliability metrics, weighted 40%, 30%, 20% and 10%, respectively. Based on company performance under these 2012 metrics, the committee approved a formulaic default payout level for 2012 equal to 70% of target. The committee also reviewed the Company's safety performance during 2012 and considered individual performance of Company officers, after receiving input from the CEO. In approving the 2012 annual cash bonus for the CEO, the committee met in executive session and also considered individual performance factors. As a result of this deliberative process, the committee approved annual cash bonuses with respect to 2012 of \$329,000, \$182,280, \$147,000 and \$161,700 to Messrs. Baldanza, Biffle, Canfield and Christie, respectively, representing 70%, 59%, 49% and 54% of their respective base salaries. These bonuses were based on application of the 70% formula payout for 2012, from the metrics performance, to the executives' respective target payouts (100% for Mr. Baldanza and 70% for other NEOs). In addition, the compensation committee evaluated individual performance and approval enhanced payouts for Messrs. Biffle and Christie based on superior individual performance during 2012 as identified by the CEO and reflected in individual performance evaluations.

Also in March 2013, after considering the efficacy of, and incentives created by, the 2012 plan, the compensation committee made some adjustments to the short-term incentive plan for 2013. Performance metrics

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were simplified to include only adjusted CASM ex-fuel, adjusted RASM and minimum completion factor, an operating reliability metric. Those factors were given weightings of 50%, 30% and 20%, respectively. In addition, the committee set a minimum threshold trigger of \$77 million of net income for any payout under the 2013 plan. Finally, the committee again reserved, in its discretion, an ability to reduce cash payouts to any individual executive, or the entire group, based on safety related performance during the year.

**Equity-based incentives.** We believe that long-term performance is strengthened through an ownership culture that rewards and encourages long-term performance by our executive officers through the use of cash and equity-based awards. Our 2011 Equity Incentive Award Plan, or the 2011 Plan, became effective on May 25, 2011. The 2011 Plan replaced the Amended and Restated 2005 Incentive Plan, or the 2005 Stock Plan, and no new awards will be granted under the 2005 Stock Plan. The Board adopted the 2011 Plan in order to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to our employees and consultants, and to promote the success of our business. The 2011 Plan was approved by our stockholders. Through 2011, we historically granted awards of time-vested restricted stock or stock options. Beginning in 2012, awards under the 2011 Plan have consisted solely of restricted stock units and performance share units, the latter of which are settled in shares at the end of a three-year measurement period.

The equity awards we make to our executive officers are designed to align our executives' compensation with demonstrable long-term Company performance and to reward superior performance (measured both against internal goals and peer performance), align their interest in building value with that of our shareholders by promoting equity ownership and to enhance retention of key senior management talent.

In 2012, all equity grants were made and approved by an Equity Award Subcommittee of the compensation committee, which subcommittee was comprised of Messrs. Elkins, Oran and Scapparone. In March 2013, the compensation committee dissolved the Equity Award Subcommittee, because all compensation committee members were considered independent for the purpose of NASDAQ rules. Prior decisions of the Equity Award Subcommittee were ratified in all respects.

In March 2012, after reviewing various alternative equity plan design alternatives, and considering data provided by Towers Watson on industry practices in equity compensation, the compensation committee (acting through its then standing equity award subcommittee) granted equity-based awards under the 2011 Plan to our NEOs for 2012 as follows: 85,000 units to Mr. Baldanza, 40,000 units to Mr. Biffle and 25,000 units to each of Messrs. Canfield and Lefebvre. One half of each award consisted of restricted stock units, vesting in annual 25% increments over four years. The other half of each award consisted of performance share units. The performance share units are settled in shares of common stock, in an amount from 0% to 200% of the number of units awarded, based on the Company's total shareholder return compared to that of a peer group of airlines over the three-year period commencing on January 1, 2012 and ending on December 31, 2014. The peer airlines defined were Alaska Air Group, Allegiant Travel Company, Delta Air Lines, Hawaiian Holdings, JetBlue Airways, Pinnacle Airlines (subsequently deleted after filing for bankruptcy), Republic Airways Holdings, Skywest, Southwest Airlines, United Continental and US Airways. After Mr. Christie was hired in April 2012, the committee granted to Mr. Christie 47,500 restricted stock units and 47,500 performance share units, on the same vesting and other terms as for the other executive officers.

In March 2013, the compensation committee reviewed the equity plan design in light of the experience in 2012 and other input from its compensation consultant. The committee decided to leave in place the basic framework of awards consisting of 50% restricted stock units and 50% performance share units. For the 2013 performance share units, the committee confirmed its prior decision to drop Pinnacle Airlines from the equity performance peer group due to its bankruptcy in 2012, thereby reducing the peer group from 11 to 10 total members for 2013. The committee also reduced the threshold payout level for performance share units from 50% to 25% if the Company were to rank eighth in total shareholder return out of the 10 peer airlines over the three-year measurement period. Finally, the committee amended the terms of the 2013 performance share units such that payouts would be reduced by 50% if the Company's total shareholder return were negative over the measurement period (even if all peer members' returns were also negative).

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In April 2013, the committee granted equity-based awards under the 2011 Plan to our NEOs for 2013 as follows: 52,550 units to Mr. Baldanza, 33,600 to Mr. Biffle, 16,900 to Mr. Canfield and 19,800 to Mr. Christie. One half of each award consisted of restricted stock units, vesting in annual 25% increments over four years. The other half of each award consisted of performance share units. The performance share units are settled in shares of common stock, in an amount from 0% to 200% of the number of units awarded, based on the Company's total shareholder return compared to that of 10 peer airlines over the three-year period commencing on January 1, 2013 and ending on December 31, 2015. The peer airlines defined were Alaska Air Group, Allegiant Travel Company, Delta Air Lines, Hawaiian Holdings, JetBlue Airways, Republic Airways Holdings, Skywest, Southwest Airlines, United Continental and US Airways.

**Benefits.** We provide the following benefits to our NEOs. These are the same benefits provided to all our employees:

medical, dental and vision insurance;

life insurance, accidental death and dismemberment and business travel and accident insurance;

employee assistance program;

health and dependent care flexible spending accounts;

short and long-term disability; and

401(k) plan.

In addition, we provide supplemental life insurance to our employees at the director level and above, including our executive officers.

**Severance and Change in Control-Based Compensation.** Our NEOs participate in an executive severance plan. Under the executive severance plan, in the event of (i) an involuntary termination of the executive without cause, or (ii) an involuntary termination of the executive without cause or a voluntary termination by the executive for good reason in connection with a change in control of us, each participant that holds a Senior Vice President or higher position is entitled to receive, subject to, among other things, execution of a general release, continuation of salary payments and COBRA coverage for 12 months, a free family travel pass on our flights for 12 months and use of a blackberry for 30 days in order to allow the participant to transition to another device. Similar benefits, but at a lower level of cash severance payout, are available under the executive severance plan for our vice presidents and director-level employees. The severance plan also references the benefits provided under our equity plans, which provide for full acceleration of restricted stock, stock option and restricted stock unit awards in the event of a change in control (in the case of restricted stock units and stock options granted under our 2011 Plan, to the extent such awards are not assumed by a successor). Under our 2005 Plan, awards vest upon the death or disability of a participant or if a participant is terminated without cause less than 90 days prior to or one year following a change in control. Restricted stock units under our 2011 Plan also vest upon the death or disability of a participant or in the event of termination without cause or resignation for good reason during the period beginning as of the date of execution of a change in control agreement and ending on the twelfth month anniversary of the change in control. Performance share units under our 2011 Plan also vest in the event of a participant's death or disability or in the event of a change in control based on actual performance for a shorter performance period, except that the occurrence of such events prior to the settlement date results in vesting on a pro-rata basis, according to time elapsed within the three-year measurement period. The benefits provided under the severance plan are in lieu of any other benefits provided under any other Company policy, plan or arrangement, including any benefits provided under any employment agreement. Under Mr. Baldanza's employment agreement, we agreed to provide Mr. Baldanza with continuation of salary payments for 12 months and a lifetime travel pass on our flights if his employment is terminated by us without cause, subject to Mr. Baldanza's execution of a general release (which payouts are in lieu of, and not in addition to, Mr. Baldanza's rights to receive benefits under the executive severance plan). We believe that terminations of employment, both within and outside of the change in control context, are causes of great concern and

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uncertainty for senior executives and that providing protections to our executives in these contexts is therefore appropriate in order to alleviate these concerns and allow the executives to remain focused on their duties and responsibilities to us in all situations.

In connection with Mr. Lancelot's resignation in March 1, 2012, we entered into a Separation Agreement with Mr. Lancelot providing for a release of claims against the Company by the executive in exchange for the payment of an aggregate of \$401,011 in equal installments over a one-year period. In addition, the agreement provided for accelerated vesting of 5,000 shares of restricted stock, in exchange for Mr. Lancelot's agreement to provide transition assistance for 90 days, his undertaking not to solicit any of our employees for 18 months and certain other customary covenants.

On April 26, 2013, Mr. Lefebvre informed our CEO of his intention to pursue an opportunity with a non-competing business. In consideration for his remaining fully engaged in his current role of Chief Operating Officer of the Company and otherwise assisting the Company during a transition period through June 30, 2013, including in the search for his successor, executing a full release, agreeing not to solicit or hire our employees for a period of not less than eighteen months and complying with certain other covenants, the Company has agreed to pay Mr. Lefebvre \$336,000 in equal installments over 12 months, beginning after June 30, 2013. Mr. Lefebvre did not participate in the 2012 short-term incentive program or the 2013 annual equity-based awards.

**Perquisites.** As is common in the airline industry, senior executives and their immediate families are entitled to certain travel privileges on our flights, which may be on a positive space basis. Similar travel benefits (which generally are on a space available basis) are afforded to all of our director-level employees and above. The value of such flight benefits for the executives is reported as taxable income. We believe that providing these benefits is a relatively inexpensive way to enhance the competitiveness of the executive's compensation package. We do not provide any other significant perquisites or personal benefits to our NEOs.

**Stock Ownership Guidelines for Executives.** In 2012, the compensation committee also adopted stock ownership guidelines for our executives. Stock ownership requirements can be satisfied by holding the lesser of a required number of shares or dollar value. The current ownership requirements for NEOs are the lesser of (i) a value of 1.5 times base salary (3.0 times salary for the CEO), and (ii) 30,000 shares (90,000 shares for the CEO). Executives are expected to meet their ownership guidelines within five years of becoming subject to the guidelines.

**Tax and Accounting Considerations.** While the Board and our compensation committee generally consider the financial accounting and tax implications of their executive compensation decisions, neither element has been a material consideration in the compensation awarded to our NEOs historically. In addition, our compensation committee and our board of directors have considered the potential future effects of Section 162(m) of the Internal Revenue Code on the compensation paid to our NEOs. Section 162(m) disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1 million in any taxable year for our chief executive officer and each of the other NEOs (other than our chief financial officer), unless compensation is performance-based. As we were not publicly traded until our initial public offering, our compensation committee has not historically taken the deductibility limit imposed by Section 162(m) into consideration in setting compensation.

**Table of Contents****Summary Compensation Table**

The following table sets forth all of the compensation awarded to, earned by or paid to our NEOs during the past three fiscal years.

Name and Principal Position During 2011	Year	Salary (\$)	Bonus (\$)	Stock	Option	Non-Equity Incentive Plan	All Other	Total (\$)
				Awards (\$) (1)	Awards (\$) (2)	Compensation (\$) (3)	Compensation (\$) (4)	
B. Ben Baldanza Chief Executive Officer and President	2012	470,000		2,182,375		329,000	7,544	2,988,919
	2011	470,000	615,000				7,544	1,092,544
Edward M. Christie III (5)	2010	468,930	130,000				8,430	607,360
	2012	187,500		2,791,100		161,700	194	3,140,494
Senior Vice President and Chief Financial Officer								
Barry Biffle Executive Vice President and Chief Marketing Officer	2012	310,000		1,027,000		182,280	7,544	1,526,824
	2011	310,000	400,000				7,544	717,544
Thomas Canfield	2010	310,000	125,000		40,300		8,430	483,730
	2012	300,000		641,875		147,000	194	1,089,069
	2011	300,000	355,000				194	655,194
Senior Vice President, General Counsel and Secretary	2010	299,167	100,000		40,300		180	439,647
Tony Lefebvre Senior Vice President and Chief Operating Officer	2012	300,000		641,875			7,544	949,419
	2011	287,500	200,000		120,200		9,544	497,044
David Lancelot (6)	2012	48,502					506,461(7)	554,963(7)
	2011	291,011	250,000				7,544	548,555
Former Senior Vice President and Chief Financial Officer	2010	291,011	95,000				8,430	394,441

- (1) Amounts shown in the Stock Awards column for 2012 represent the aggregate grant date fair value of restricted stock units and performance share units granted during 2012 computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used to determine the grant date fair values in 2012, see Note 8, Stock-Based Compensation, to our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012. The single measure that determines the number of units to be earned for the performance unit shares granted during 2012 is our total shareholder return, or TSR, compared with the average of TSRs of companies in our peer group, all computed over the performance period, which is a market condition as defined under FASB ASC 718. Since these awards do not have performance conditions as defined under ASC 718, such awards have no maximum grant date fair values that differ from the fair values presented in the table above.
- (2) Amounts shown in the Option Awards column represent the aggregate grant date fair value of option awards granted during 2010 and 2011 computed in accordance with FASB ASC Topic 718.
- (3) Amounts shown in the Non-Equity Incentive Plan Compensation column for 2012 represent cash bonuses under the Company's 2012 cash bonus program awarded in March 2013, as disclosed more fully under the Compensation Discussion and Analysis section of this Proxy Statement.
- (4) Amounts under the All Other Compensation column for 2012 consist of 401(k) company-matching contribution and company-paid life insurance premiums and accidental death and dismemberment insurance premiums as follows:

Name

Company-Paid Life Insurance and accidental death  
and dismemberment

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	<b>401(k) Plan Company Contributions</b>	<b>insurance Premiums (\$)</b>
	<b>(\$)</b>	<b>(a)</b>
Mr. Baldanza	7,350	194
Mr. Christie		194
Mr. Biffle	7,350	194
Mr. Canfield		194
Mr. Lefebvre	7,350	194

(a) See Employee Benefits Plans-401(k) Plan for a description of employer matching contributions made under our defined contribution 401(k) plans.

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- (5) Mr. Christie commenced employment with the Company on April 16, 2012.
- (6) Mr. Lancelot resigned effective March 1, 2012.
- (7) Amounts consist of: (i) the payment of an aggregate of \$401,011 in equal installments over a one-year period, which we paid to Mr. Lancelot in connection with entering into a Separation Agreement providing for a release of claims against the Company, and (ii) the value of the accelerated vesting of 5,000 shares of restricted stock, in exchange for Mr. Lancelot's agreement to provide transition assistance for 90 days, his undertaking not to solicit any of our employees for 18 months and certain other customary covenants. Such amounts have been included in the table above.

**Grants of Plan-Based Awards in 2012**

The following table sets forth certain information with respect to grants of plan-based awards to our NEOs for 2012.

Name	Grant Date	Committee Action Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2) (#)			All Other Stock Awards: Number of Shares of Stock or Units (3)	Grant Date Fair Market Value of Stock and Option Awards (4) (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
B. Ben Baldanza	3/22/12	3/22/12	235,000	470,000	940,000	21,250	42,500	85,000	42,500	1,329,400
	3/22/12	3/22/12								852,975
Edward M. Christie III	4/16/12	4/10/12	105,000	210,000	420,000	23,750	47,500	95,000	47,500	1,743,725
	4/16/12	4/10/12								1,047,375
Barry Biffle	3/22/12	3/22/12	107,500	217,000	434,000	10,000	20,000	40,000	20,000	625,600
	3/22/12	3/22/12								401,400
Thomas Canfield	3/22/12	3/22/12	105,000	210,000	420,000	6,250	12,500	25,000	12,500	391,000
	3/22/12	3/22/12								250,875
Tony Lefebvre	3/22/12	3/22/12	105,000	210,000	420,000	6,250	12,500	25,000	12,500	391,000
	3/22/12	3/22/12								250,875

David Lancelot (5)

- (1) The amounts in the table above reflect the threshold, target and maximum payouts under the Company's 2012 cash bonus program, as disclosed more fully under the Compensation Discussion and Analysis section of the Proxy Statement.
- (2) The amounts in the table above reflect the threshold, target and maximum number of shares issuable with respect to performance share units granted in March 2012. The performance share units are settled in shares of common stock, in an amount from 0% to 200% of the number of units awarded, based on the Company's total shareholder return compared to that of 10 peer airlines over the three-year period commencing on January 1, 2012 and ending on December 31, 2014.
- (3) Amounts in the table reflect restricted stock unit awards subject vesting 25% on each of the four anniversary dates following the grant date.
- (4) Amounts shown in this column represent the aggregate grant date fair value of restricted stock unit awards and the performance share awards granted during 2012 as computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used to determine the grant date fair values in 2012, see Note 8. Stock-Based Compensation to our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.
- (5) Mr. Lancelot resigned effective March 1, 2012 and as such was not eligible to participate in the Company's 2012 cash bonus program and did not receive any equity awards during 2012.



**Table of Contents*****Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards******Employment Agreement and Offer Letters***

***B. Ben Baldanza.*** On January 24, 2005, we entered into an employment agreement with B. Ben Baldanza, our current Chief Executive Officer and President. Under the employment agreement, Mr. Baldanza is entitled to receive an annual base salary of no less than \$450,000 as Chief Executive Officer, a target bonus of 50% but not exceeding 100% of his base salary, as well as a monthly car allowance. In 2007, Mr. Baldanza's car allowance (and that of other senior executives) was eliminated in connection with a salary increase in that year. The agreement provided for a grant of 225,000 shares of restricted stock in connection with his commencement of employment and an additional grant of 125,000 shares of restricted stock when Mr. Baldanza succeeded to the position of Chief Executive Officer. In addition, we agreed to provide Mr. Baldanza with 12 months of base salary and a lifetime family travel pass on our flights if his employment is terminated by us without cause, subject to Mr. Baldanza's execution of a general release.

***David Lancelot.*** On December 11, 2006, we entered into an employment letter agreement with David Lancelot, our former Senior Vice President and Chief Financial Officer. Under the agreement, Mr. Lancelot was entitled to receive an annual base salary from us initially set at \$285,000, as well as a monthly car allowance (which was eliminated in 2007 in exchange for an increase in base salary). The letter agreement also provided that Mr. Lancelot would be eligible to participate in an incentive compensation program, as approved by the Board. In addition, the agreement provided for a grant of 90,000 shares of restricted stock to Mr. Lancelot in connection with his commencement of employment, in accordance with the terms of our 2005 Stock Plan. The letter agreement also provided for positive space travel on our airline for the executive and his immediate family. In connection with Mr. Lancelot's resignation in March 2012, the employment letter agreement terminated. We entered into a Separation Agreement with Mr. Lancelot providing for a release of claims against the Company by the executive in exchange for the payment of an aggregate of \$401,011 in equal installments over a one-year period. In addition, the agreement provided for accelerated vesting of 5,000 shares of restricted stock, in exchange for Mr. Lancelot's agreement to provide transition assistance for 90 days, his undertaking not to solicit any of our employees for 18 months and certain other customary covenants.

***Barry Biffle.*** On January 27, 2005, we entered into an employment letter agreement with Barry Biffle, our current Executive Vice President and Chief Marketing Officer. Under the agreement, Mr. Biffle is entitled to receive an annual base salary from us initially set at \$200,000, as well as a monthly car allowance (which was eliminated in 2007 in exchange for an increase in base salary). Under the agreement, Mr. Biffle was entitled to an initial equity grant equal to 0.75% of our then-outstanding common stock, or 75,000 shares. The letter agreement also provides for positive space travel on our airline for the executive and his immediate family.

***Thomas Canfield.*** On September 10, 2007, we entered into an employment letter agreement with Thomas Canfield, our current Senior Vice President, General Counsel and Secretary. Under the agreement, Mr. Canfield is entitled to receive an annual base salary from us initially set at \$275,000, a target bonus at 50% of base salary with the maximum payout capped at 200% of base salary. In addition, the agreement provided for a grant of 75,000 shares of restricted stock to Mr. Canfield in connection with his commencement of employment, in accordance with the terms of our 2005 Stock Plan. The letter agreement also provides for positive space travel on our airline for the executive and his immediate family.

***Edward M. Christie III.*** On February 29, 2012, we entered into an employment letter agreement with Edward M. Christie III, our current Senior Vice President and Chief Financial Officer. Under that letter agreement, Mr. Christie is entitled to receive an annual base salary from us initially set at \$300,000 and a target bonus level of 70% of base salary with a maximum payout capped at 200% of base salary. In addition, the agreement provided for a grant of 95,000 units of equity-based long-term incentive, which grant was comprised 50% of time-vested restricted stock units and 50% of performance units, on the same terms as the 2012 grants for other senior officers. The letter agreement also provided a relocation allowance for Mr. Christie and his family of up to \$75,000 (subject to documentation of expenses actually incurred) and positive space travel on our airline for the executive and his immediate family.

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**Tony Lefebvre.** On August 11, 2005, we entered into an employment letter agreement with Tony Lefebvre, our current Senior Vice President and Chief Operating Officer. Under that letter agreement, which covered his former position of Senior Vice President, Airport Services, Mr. Lefebvre was entitled to receive an annual base salary initially set at \$200,000 and a monthly car allowance. In 2007, Mr. Lefebvre's car allowance (and that of other senior executives) was eliminated in connection with a salary increase that year. In addition, the agreement provided for a grant of 50,000 shares of restricted stock in connection with his commencement of employment. The letter agreement also provided for positive space travel on our airline for the executive and his family. Effective June 20, 2011, Mr. Lefebvre was promoted to Senior Vice President and Chief Operating Officer. On April 26, 2013, Mr. Lefebvre informed our CEO of his intention to pursue an opportunity with a non-competing business. In consideration for his remaining fully engaged in his current role of Chief Operating Officer of the Company and otherwise assisting the Company during a transition period through June 30, 2013, including in the search for his successor, executing a full release, agreeing not to solicit or hire our employees for a period of not less than eighteen months and complying with certain other covenants, the Company has agreed to pay Mr. Lefebvre \$336,000 in equal installments over 12 months, beginning after June 30, 2013. Mr. Lefebvre did not participate in the 2012 short-term incentive program or the 2013 annual equity-based awards.

**Outstanding Equity Awards as December 31, 2012**

The following table lists all outstanding equity awards held by our NEOs as of December 31, 2012.

Name	Vesting Commencement Date	Option Awards				Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested\$(1)
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That have Not Vested (#)	
B. Ben Baldanza	2/21/12(3)					42,500	753,525	42,500	753,525
	5/5/09(4)					10,625	188,381		
	2/11/08(5)					17,500	272,475		
Edward M. Christie III	4/16/12(3)					47,500	842,175	47,500	842,175
Barry Biffle	2/21/12(3)					20,000	354,600	20,000	354,600
	2/2/10(5)	2,500	2,500	7.80	7/27/2020				
Thomas Canfield	5/5/09(4)					8,438	149,597		
	2/21/12(3)					12,500	221,625	12,500	221,625
	2/2/10(5)	2,500	2,500	7.80	7/27/2020				
Tony Lefebvre	5/5/09(4)					12,500	221,625		
	2/21/12(3)					12,500	221,625	12,500	221,625
	6/20/11(6)		15,000	12.00	6/20/2021				
David Lancelot	2/2/10(5)		3,750	7.80	7/27/2020				
	5/5/09(4)					7,500	132,975		

- (1) The market value of shares of stock that have not vested is calculated based on the closing price of our common stock as of December 31, 2012 which was \$17.73.
- (2) In accordance with the SEC rules, the number of performance share units shown represents the number of units that may be earned based on target performance. The performance share units are settled in shares of common stock, in an amount from 0% to 200% of the number of units awarded, based on the Company's total shareholder return compared to that of 10 peer airlines over the three-year period commencing on



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January 1, 2012 and ending on December 31, 2014. The SEC rules dictate that the target number of units be shown since the number of units that would have been earned based on actual results for 2012 (instead of through the end of the performance period on December 31, 2014) falls at the target level of performance.

- (3) The time-vested restricted stock units vest as to 25% on each of the four anniversary dates following the vesting commencement date.
- (4) The remaining unvested shares vest on May 5, 2013.
- (5) The remaining unvested shares vest in three equal annual installments on each of the second, third and fourth anniversaries of the vesting commencement date.
- (6) The shares vest in four equal annual installments on each of the first, second, third and fourth anniversaries of the vesting commencement date.

**Option Exercises and Stock Vested in 2012**

The following table summarizes the option exercises and stock award vesting for each of our named executive officers for the year ended December 31, 2012.

Name	Option Awards		Stock Awards	
	Number of Securities Acquired on	Value Realized on Exercise (1)(\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting (2)
	Exercise (#)		(#)	(\$)
B. Ben Baldanza			28,125	590,606
Edward M. Christie				
Barry Biffle	5,000	75,700	42,188	860,721
Thomas Canfield	5,000	74,100	25,000	535,250
David Lancelot			17,500	362,075
Tony Lefebvre	12,500	110,075	18,750	395,138

- (1) Represents the price at which shares acquired upon exercise of the stock options were sold net of the exercise price for acquiring shares.
- (2) Represents the vesting date closing market price of a share of our common stock multiplied by the number of shares that have vested.

**Pension Benefits**

None of our NEOs participates in or has account balances in qualified or non-qualified defined benefit plans sponsored by us.

**Nonqualified Deferred Compensation**

None of our NEOs participate in or have account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

**Potential Payments upon Termination or Change in Control**

The information below describes and quantifies certain compensation and benefits that would have become payable to each of our NEOs if our NEO's employment had terminated on December 31, 2012 as a result of each of the termination scenarios described below, taking into account the named executive's compensation as of that date. The information below does not generally reflect compensation and benefits available to all salaried employees upon termination of employment with us under similar circumstances.

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Name of Executive Officer	Termination Scenario	Severance	Value of Unvested Restricted Stock Awards	Value of Unvested Option Awards	Value of Continued Health Care Coverage Premiums	Life Insurance Proceeds	Other	Total (\$)
		(\$ (1))	(\$ (2))	(\$ (3))	(\$ (4))	(\$ (5))	(\$ (6))	
B. Ben Baldanza	Termination without Cause (7)	470,000					29,652	499,652
	Change of Control Qualifying Termination in Connection with a Change in Control (8)		1,465,556					1,465,556
Edward M. Christie	Death or Disability	470,000	1,465,556		18,038		1,054	1,954,648
	Termination without Cause (7)	300,000			18,929	75,000	1,706	1,540,556
Barry Biffle	Change of Control Qualifying Termination in Connection with a Change in Control (8)		1,122,900		18,929		1,706	1,443,535
	Death or Disability	300,000	1,122,900			75,000		1,197,900
Thomas Canfield	Termination without Cause (7)	310,000			19,139		1,054	330,193
	Change of Control Qualifying Termination in Connection with a Change in Control (8)		622,397	49,650				672,047
Tony Lefebvre	Death or Disability	310,000	622,397	49,650	19,139		1,054	1,002,240
	Termination without Cause (7)	300,000			19,139	75,000		747,047
Tony Lefebvre	Change of Control Qualifying Termination in Connection with a Change in Control (8)		517,125	49,650	19,139		1,054	320,193
	Death or Disability	300,000	517,125	49,650		75,000		566,775
Tony Lefebvre	Termination without Cause (7)	300,000			5,984		727	306,711
	Change of Control Qualifying Termination in Connection with a Change in Control (8)		428,475	160,425				588,900
Tony Lefebvre	Death or Disability	300,000	428,475	160,425	5,984		727	895,611
	Termination without Cause (7)		428,475	160,425		75,000		663,900

(1) Represents continuation of salary payments for 12 months.

(2) Represents the aggregate value of the executive's unvested restricted stock and restricted stock units that would have vested on an accelerated basis, determined by multiplying the number of accelerating shares by the closing price of our common stock (\$17.73 as of December 31, 2012). Time-vesting awards under the 2005 Stock Plan and the 2011 Plan become fully vested in the event of a change in control (under the 2011 Plan, only to the extent not assumed by a successor). Also includes the value of 33% of the performance share units which, in the event of a change of control, death or disability occurring prior to the end of the three-year measurement period, vest pro rata according to the time elapsed from January 1, 2012 to the date of the change of control, death or disability based on actual performance up to such date.



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- (3) Represents the aggregate value of the executive's unvested option awards that would have vested on an accelerated basis, based on the spread between the closing price of our common stock (\$17.73) as of December 31, 2012 and the stock options' exercise prices.
- (4) Represents continued coverage under COBRA for 12 months under the executive severance plan based on the incremental cost of our contribution as of December 31, 2012 to provide this coverage.
- (5) Our NEOs each receive life insurance proceeds of \$75,000 upon death, which amounts have been included in the table. We pay the premiums for term life insurance for all eligible employees providing coverage ranging between \$20,000 and \$100,000.
- (6) For NEOs other than Mr. Baldanza, represents the value of a free family travel pass for 12 months and use of a blackberry for 30 days in order to allow the participant to transition to another device. The value of the flight benefits for 12 months was calculated using an incremental cost approach, assuming that executives and eligible family members would each take ten round trip flights during the period, each with an incremental cost that includes the estimated cost of incremental fuel, insurance, security, station cleaning, facility rent and station baggage rent, but excludes fees and taxes paid by the named executive officer for the air transportation. In the case of Mr. Baldanza, in the event of a termination without cause only, represents the value of a lifetime travel pass (including immediate family) on our flights, as provided under his employment agreement. The present value of the lifetime flight benefit was calculated using a discount rate of 7.00% and mortality assumptions based on the United States Statistics Life Expectancy Tables. The value was calculated using an incremental cost approach, assuming that Mr. Baldanza and his eligible family members would each take ten round trip flights during each year, each with an incremental cost that includes the estimated cost of incremental fuel, insurance, security, station cleaning, facility rent and station baggage rent, but excludes fees and taxes paid by Mr. Baldanza for the air transportation.
- (7) Represents the benefits payable to Mr. Baldanza under his employment agreement and the benefits payable to each other NEO under the executive severance plan.
- (8) Represents the benefits payable to each NEO under the executive severance plan in the event of a termination without cause in connection with a change in control of us or within 12 months following a change in control of us or a termination for good reason within 30 days following a change in control of us.

**Compensation Risk Assessment**

Management considered our compensation policies and practices for our employees to determine if these policies and practices give rise to risks that are reasonably likely to have a material adverse effect on us.

This risk assessment process included a review by management of our compensation policies and practices and identification of risks and risk controls related to the programs. Although management reviewed all compensation programs, it focused on the programs with variability of payout, which means the participant is able to directly affect payout. Management assessed our compensation programs against potential compensation risks relating to pay mix, performance metrics, payment timing and adjustments, equity incentives, performance appraisals, and leadership and culture. No areas of risk were determined to be reasonably likely to have a material adverse effect on us.

In reaching its conclusion that our compensation policies and practices do not give rise to risks that are reasonably likely to have a material adverse effect on us, management considered the following:

For most of our employees, cash compensation is fixed in the form of base salaries or hourly cash compensation. For our officers and director-level employees, the majority of cash compensation is also fixed in the form of base salaries. Fixed compensation in the form of base salaries or hourly compensation provide income regardless of our short-term performance and do not create an incentive for employees to take unnecessary risks.

In evaluating our performance for purposes of our cash incentive plans, the compensation committee reviews our performance in several areas, including income statement and balance sheet financial measures and operating measures, to provide a balanced perspective.

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The compensation committee exercises broad discretion in determining compensation amounts, and qualitative factors beyond quantitative financial metrics are a key consideration in the determination of individual cash bonuses and long-term equity awards. For example, for 2012, the determination of bonus payouts under our executive cash incentive was not purely formulaic and was based on the compensation committee's evaluation of qualitative factors beyond quantitative financial metrics.

The financial opportunity in our long-term incentive program is best realized through long-term appreciation of our stock price, which mitigates excessive short-term risk-taking. Equity-based awards vest ratably over four years, in the case of restricted stock units, or are settled in a single payment after three years, in the case of our performance share units, in each case subject to the holder's continuing service with us. This promotes alignment of our employees' interests with our long-term objectives and interests and with stockholders' interests.

This Proxy Statement, including the preceding paragraphs, contains forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events. Forward-looking statements contained in this Proxy Statement should be considered in light of the many uncertainties that affect our business and specifically those factors discussed from time to time in our public reports filed with the SEC, such as those discussed under the heading, "Risk Factors," in our most recent Annual Report on Form 10-K, and as may be updated in subsequent SEC filings.



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**REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION**

*The material in this report is not soliciting material, is not deemed filed with the SEC, and is not to be incorporated by reference into any filing of Spirit under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the compensation committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and the Company's 2012 Annual Report on Form 10-K.

**Compensation Committee**

David G. Elkins, Chairman

Carlton D. Donaway

Stuart I. Oran

Horacio Scapparone

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**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

*The material in this report is not soliciting material, is not deemed filed with the SEC, and is not to be incorporated by reference into any filing of Spirit under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The primary purpose of the audit committee is to oversee our financial reporting processes on behalf of the Board. The audit committee's functions are more fully described in its charter, which is available on our website at <http://ir.spirit.com>. Management has the primary responsibility for our financial statements and reporting processes, including our systems of internal controls. In fulfilling its oversight responsibilities, the audit committee reviewed and discussed with management Spirit's audited consolidated financial statements as of and for the year ended December 31, 2012.

The audit committee has discussed with Ernst & Young LLP, the Company's independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380) as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. In addition, the audit committee discussed with Ernst & Young LLP their independence, and received from Ernst & Young LLP the written disclosures and the letter required by Ethics and Independence Rule 3526 of the PCAOB. Finally, the audit committee discussed with Ernst & Young LLP, with and without management present, the scope and results of Ernst & Young LLP's audit of such financial statements.

Based on these reviews and discussions, the audit committee has recommended to the Board that such audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC. The audit committee also has engaged Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 and is seeking ratification of such selection by the stockholders.

**Audit Committee**

H. McIntyre Gardner, Chairman

Robert Johnson

Barclay Jones III

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The Board has adopted a written related party policy setting forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which we are to be a participant, the amount involved exceeds \$120,000 and a related party had or will have a direct or indirect material interest, including purchases of goods or services by or from the related party or entities in which the related party has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related party.

Other than the compensation arrangements with our directors and executive officers described elsewhere in this Proxy Statement, set forth below are descriptions of our related party transactions.

**Tax Receivable Agreement**

We entered into the Tax Receivable Agreement ( TRA ) with our Pre-IPO Stockholders (as defined in the TRA) that became effective immediately prior to the consummation of our initial public offering. Under the TRA, we are obligated to pay to the Pre-IPO Stockholders an amount equal to 90% of the cash savings in federal income tax realized by us by virtue of the use of the federal net operating loss, deferred interest deductions and alternative minimum tax credits held by us as of March 31, 2011. Cash tax savings generally will be computed by comparing our actual federal income tax liability to the amount of such taxes that we would have been required to pay had such Pre-IPO NOLs (as defined in the TRA) not been available. Upon consummation of our initial public offering and execution of the TRA, we recorded a liability with an offsetting reduction to additional paid in capital.

The term of the TRA will continue until the first to occur of (a) the full payment of all amounts required under the agreement with respect to utilization or expiration of all of the Pre-IPO NOLs, (b) the end of the taxable year including the tenth anniversary of our initial public offering or (c) a change in control of our Company. Upon such a change in control, we will be obligated to make a final payment under the Tax Receivable Agreement equal to 90% of the present value of the tax saving represented by any portion the Pre-IPO NOLs for which a payment under the agreement had not already been made assuming the applicable net operating losses, deferred interest deductions and alternative minimum tax credits are fully used in the year of such change in control without limitation or, if there exist pre-existing limitations on such Pre-IPO NOLs, assuming such net operating losses, deferred interest deductions or alternative minimum tax credits, as the case may be, are used as quickly as possible in subsequent years. Payments resulting from a change in control could be substantial and could exceed our actual cash savings from the Pre-IPO NOLs.

The amount and timing of payments under the TRA will depend upon a number of factors, including, but not limited to, the amount and timing of taxable income we generate in the future and any future limitations that may be imposed on our ability to use the Pre-IPO NOLs. The Company paid \$27.2 million, or 90% of the tax savings realized from the utilization of NOLs in 2011, including \$0.3 million of applicable interest in 2012 related to the TRA.

While the TRA is designed with the objective of causing our annual cash costs attributable to federal income taxes (without regard to our continuing 10% interest in the Pre-IPO NOLs) to be the same as we would have paid had we not had the Pre-IPO NOLs available to offset our federal taxable income, there are circumstances in which this may not be the case. In particular, the TRA provides that any payments by us thereunder shall not be refundable. In that regard, the payment obligations under the TRA differ from a payment of a federal income tax liability in that a tax refund would not be available to us under the TRA even if we were to incur a net operating loss for federal income tax purposes in a future tax year. The TRA does, however, provide a mechanism by which the tax benefit attributable to such future net operating loss will be deemed to be recognized by us before any further payments are made under the TRA. Similarly, the Pre-IPO Stockholders will not reimburse us for any

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payments previously made if any tax benefits relating to such payments are subsequently disallowed, although the amount of any such tax benefits subsequently disallowed will reduce future payments (if any) otherwise owed to the Pre-IPO Stockholders. For example, if our determinations regarding the applicability (or lack thereof) and amount of any limitations on the Pre-IPO NOLs under Section 382 of the Internal Revenue Code of 1986, as amended, were to be successfully challenged by the IRS after payments relating to such Pre-IPO NOLs had been made to the Pre-IPO Stockholders, we would not be reimbursed by the Pre-IPO Stockholders and our recovery would be limited to the extent of future payments (if any) otherwise remaining under the TRA. In addition, depending on the amount and timing of our future earnings (if any) and on other factors, including the effect of any limitations imposed on our ability to use the Pre-IPO NOLs, it is possible that all payments required under the TRA could become due within a relatively short period of time following our initial public offering.

If we had not entered into the TRA, we would be entitled to realize the full economic benefit of the Pre-IPO NOLs, to the extent allowed by Section 382 of the Internal Revenue Code of 1986, as amended. The TRA is designed with the objective of causing our annual cash costs attributable to federal income taxes (without regard to our continuing 10% interest in the Pre-IPO NOLs) to be the same as we would have paid had we not had the Pre-IPO NOLs available to offset our federal taxable income.

The TRA provides that in the event that we breach any of our material obligations under the TRA, whether as a result of our failure to make any payment when due (subject to a specified cure period), failure to honor any other material obligation under the TRA or by operation of law as a result of the rejection of the TRA in a case commenced under the Bankruptcy Code or otherwise, then all our payment and other obligations under the TRA will be accelerated and will become due and payable. Additionally, we have the right to terminate the TRA, in which case our payment and other obligations under the TRA will be accelerated and will become due and payable. Such payments could be substantial and could exceed our actual cash tax savings from the Pre-IPO NOLs.

In the event that any determinations must be made under or any dispute arises involving the TRA, the Pre-IPO Stockholders will be represented by certain shareholder representatives that are entities controlled by Indigo and Oaktree. In any such instance, should any representatives of Indigo or Oaktree then be serving on the Board, such directors will be excluded from deliberations and actions of the Board related to the relevant determination or dispute.

## **Registration Rights**

Investment funds managed by Indigo, and their respective transferees, are entitled to certain long-form (Form S-1) demand, short-form (Form S-3) demand and piggyback registration rights, subject to lock-up arrangements pursuant to a Second Amended and Restated Investor Rights Agreement, as amended.

### *Demand and Short-Form Registration Rights*

The holders of at least a majority of these shares can, on not more than one occasion, request that we register all or a portion of their shares under the Securities Act. In addition, these holders are entitled to certain short-form registration rights whereby they can make a written request that we register their shares on a short form registration if we are eligible to file a registration statement on Form S-3. These stockholders may make an unlimited number of requests for registration on Form S-3. Once every 12 months, we may postpone for up to 60 days the filing or the effectiveness of a registration statement for a demand or a short-form registration if the Board of directors determines that such registration would have a material adverse effect on any of our proposals or plans to engage in any acquisitions of assets, merger, consolidation, tender offer or similar transaction.

### *Piggyback Registration Rights*

In the event that we propose to register any of our securities under the Securities Act (other than pursuant to a demand or short-form registration or pursuant to a registration on Form S-4 or S-8 or any successor or similar

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forms), Indigo and Oaktree (or their respective designees) will be entitled to certain piggyback registration rights allowing for inclusion of their shares in such registration, subject to certain marketing and other limitations.

### *Expenses of Registration, Restriction and Indemnification*

Generally we have agreed to pay all registration expenses, including the legal fees of one counsel for all holders under the Second Amended and Restated Investor Rights Agreement, as amended, including this offering. In addition, we will reimburse the holders for the reasonable fees and disbursements paid by such holders of each additional counsel retained for the purpose of rendering any legal opinion required by underwriters or us.

The demand, short-form and piggyback registration rights are subject to customary restrictions such as blackout periods and any limitations on the number of shares to be included in the underwritten offering imposed by the managing underwriter. The Second Amended and Restated Investor Rights Agreement, as amended, also contains customary indemnification provisions.

### **Stock Distribution Agreement**

On December 7, 2011, we entered into a Stock Distribution Agreement with Indigo Miramar LLC, Nilchii LLC, Mesa Air Group, Inc., Anchorage Illiquid Opportunities Offshore Master Fund, L.P., Anchorage Illiquid Opportunities Offshore Master Fund II, L.P. and PAR Investment Partners, L.P. Pursuant to the Stock Distribution Agreement, the funds affiliated with Anchorage Capital Group, L.L.C. and PAR Investment Partners, L.P, which are the entities that currently hold all of the outstanding shares of our non-voting common stock, agreed that no conversion of their shares of non-voting common stock shall be effected unless (a) such holder has been determined to be a citizen of the United States, or COUS, under applicable regulatory standards; (b) such holder has sold or transferred the shares of non-voting common stock to a person determined to be a COUS under applicable regulatory standards; (c) such holder sells or transfers the shares of non-voting common stock in an open-market transaction reported on the NASDAQ Stock Market, unless the holder is aware that the transferee is not a COUS.

### **Indemnification**

We have entered into indemnification agreements with each of our current directors and officers. These agreements provide for the indemnification of our directors and officers for certain expenses and liabilities incurred in connection with any action, suit, proceeding or alternative dispute resolution mechanism, or hearing, inquiry or investigation that may lead to the foregoing, to which they are a party, or are threatened to be made a party, by reason of the fact that they are or were a director, officer, employee, agent or fiduciary of the Company, or any of our subsidiaries, by reason of any action or inaction by them while serving as an officer, director, agent or fiduciary, or by reason of the fact that they were serving at our request as a director, officer, employee, agent or fiduciary of another entity. Under the indemnification agreements, indemnification will only be provided in situations where the indemnified parties acted in good faith and in a manner they reasonably believed to be in or not opposed to our best interest, and, with respect to any criminal action or proceeding, to situations where they had no reasonable cause to believe the conduct was unlawful. In the case of an action or proceeding by or in the right of the Company or any of our subsidiaries, no indemnification will be provided for any claim where a court determines that the indemnified party is prohibited from receiving indemnification.

### **OTHER MATTERS**

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

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**ANNUAL REPORTS**

Our Annual Report on Form 10-K for the year ended December 31, 2012 (the "2012 Annual Report"), which is not a part of our proxy soliciting materials, is being mailed with this Proxy Statement to those stockholders that request and receive a copy of the proxy materials in the mail. Stockholders that received the Notice of Internet Availability of Proxy Materials can access this Proxy Statement and our 2012 Annual Report to Stockholders at [www.proxyvote.com](http://www.proxyvote.com), which does not have cookies that identify visitors to the site. Requests for copies of our 2012 Annual Report to Stockholders may also be directed to Secretary, 2800 Executive Way, Miramar, Florida 33025.

**We have filed our 2012 Annual Report with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Exhibits to the 2012 Annual Report are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to Secretary, 2800 Executive Way, Miramar, Florida 33025.**

By Order of the Board of Directors

/s/ Thomas Canfield  
Thomas Canfield

Secretary

April 29, 2013

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