

Spirit AeroSystems Holdings, Inc.
Form SC 13G/A
February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Spirit AeroSystems Holdings Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

848574109

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 848574109

1	NAME OF REPORTING PERSON
	Orbis Investment Management Limited
	("OIML")
	Orbis Asset Management Limited

("OAML")

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☒

(b) ☐

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

OAML and OIML are companies
organized under the laws of Bermuda.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5

SOLE VOTING POWER
6,783,728

6

SHARED VOTING POWER
0

7

SOLE DISPOSITIVE POWER
6,783,728

8

SHARED DISPOSITIVE POWER
0

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

OAML 11,807; OIML 6,771,921

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

5.7%

12

TYPE OF REPORTING PERSON
OO (OAML), FI (OIML)

CUSIP No.: 848574109

ITEM 1(a). NAME OF
ISSUER:

Spirit
AeroSystems
Holdings Inc.

ADDRESS OF
ISSUER'S

ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

3801 S Oliver St
Wichita, KS
67210

ITEM 2(a). NAME OF
PERSON
FILING:

Orbis
Investment
Management
Limited
("OIML")
Orbis Asset
Management
Limited
("OAML")

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

Orbis House, 25
Front Street,
Hamilton HM
11, Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and
OIML are
companies
organized under
the laws of
Bermuda.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Class A
Common Stock

ITEM 2(e). CUSIP
NUMBER:

848574109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
 (k) in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: equiv to IA (only for OIML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 OAML 11,807; OIML 6,771,921
- (b) Percent of class:
 5.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 6,783,728
 - (ii) Shared power to vote or to direct the vote:
 0
 - (iii) Sole power to dispose or to direct the disposition of:
 6,783,728
 - (iv) Shared power to dispose or to direct the disposition of:
 0

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [☐].

ITEM 6.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 6,771,921 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc., beneficially owned by Orbis Investment Management Limited. Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 11,807 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc., beneficially owned by Orbis Asset Management Limited.

ITEM 7. IDENTIFICATION AND

CLASSIFICATION
OF THE
SUBSIDIARY
WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Orbis Investment
Management Limited
("OIML") and Orbis
Asset Management
Limited ("OAML")
are together making
this filing because
they may be deemed
to constitute a
"group" for the
purposes of Section
13(d)(3) of the
Securities Exchange
Act of 1934, as
amended.

Information with
respect to each of
OIML and OAML
(collectively, the
"Reporting Persons")
is given solely by
each such Reporting
Person and no
Reporting Person has
responsibility for the
accuracy or
completeness of
information supplied
by the other
Reporting Person

OIML is the
beneficial owner of
6,771,921 shares of

Class A Common
Stock of Spirit
AeroSystems
Holdings Inc., or
5.7% of the
118,499,989 shares of
Class A Common
Stock of Spirit
AeroSystems
Holdings, Inc.
believed to be
outstanding.

OAML is the
beneficial owner of
11,807 shares of
Class A Common
Stock of Spirit
AeroSystems
Holdings Inc., or 0.0%
of the 118,499,989
shares of Class A
Common Stock of
Spirit AeroSystems
Holdings, Inc.
believed to be
outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the foreign
regulatory scheme
applicable to Orbis
Investment
Management Limited
is substantially
comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission

staff, upon request,
information that
would otherwise be
disclosed in a
Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

Date

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/ James J. Dorr

Signature

James J. Dorr , General Counsel

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).