

Spirit AeroSystems Holdings, Inc.

Form 3/A

November 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

ONEX PARTNERS LP

(Last) (First) (Middle)

C/O ONEX INVESTMENT
CORPORATION, 712 FIFTH
AVENUE

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/20/2006

3. Issuer Name and Ticker or Trading Symbol
Spirit AeroSystems Holdings, Inc. [SPR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

11/20/2006

6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	63,164,653 (3)	\$ (4)	D	Â
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	112,500,000	\$ (4)	I	See footnote (5) (6)
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	112,500,000	\$ (4)	I	See footnote (7)
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	29,867,276 (8)	\$ (4)	D	Â
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stockl	16,983,104 (9)	\$ (4)	D	Â
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	1,840,923 (10)	\$ (4)	D	Â
<u>Class B Common Stock</u> (1)	11/20/2006	Â (2)	Class A Common Stock	644,044 (11)	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEX PARTNERS LP C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019	Â	Â X	Â	Â
ONEX CORP 161 BAY STREET TORONTO, ON M5J2S1	Â	Â X	Â	Â
SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET, 49TH FLOOR, P.O. BOX 700 TORONTO, ON M5J 2S1	Â	Â X	Â	Â
Wind EI II LLC C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NY, NY 10019	Â	Â X	Â	Â

Onex US Principals LP
421 LEADER STREET
MARION, OH 43302

^ ^ X ^ ^

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

^ ^ X ^ ^

OAH Wind LLC
421 LEADER STREET
MARION, OH 43302

^ ^ X ^ ^

Signatures

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

11/21/2006

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of class B common stock, par value \$0.01, of the issuer (the "Class B Common Stock") is convertible at any time, at the option of the holder, into one share of class A common stock, par value \$0.01, of the issuer (the "Class A Common Stock").
- (2) No expiration.
Represents shares beneficially owned by Onex LP. All of the shares beneficially owned by Onex LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) Convertible on a one-for-one basis.
Represents shares indirectly owned by Onex Corporation ("Onex") and includes shares beneficially owned by each of Onex Partners LP ("Onex LP"), OAH Wind LLC ("OAH LLC"), Onex Spirit Co-Invest LP ("Onex Spirit LP"), Wind EI II LLC ("Wind LLC"), and Onex U.S. Principals LP ("Onex Principals LP") notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest of less than 100% of such shares. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (4) Onex may be deemed to own beneficially the shares of class B common stock held by (a) Onex LP, through Onex's ownership of all of the common stock of Onex Partners GP, Inc., the general partner of Onex Partners GP LP, the general partner of Onex LP; (b) OAH LLC, through Onex's ownership of all of the equity of Onex American Holdings II LLC which owns all of the equity of Onex American Holdings Subco LLC, which owns all of the equity of OAH Wind LLC; (c) Wind LLC, through Onex's ownership of Onex American Holdings II LLC which owns all of the voting power of Wind Executive Investco LLC, which owns all of the equity of Wind LLC; (d) Onex Principals LP through Onex's ownership of all of the equity of Onex American Holdings GP LLC, the general partner of Onex Principals LP and (e) Onex Spirit LP, through Onex's ownership of all of the common stock of Onex Partners GP, Inc., the general partner of Onex Partners GP LP, the general partner of Onex Spirit LP.
- (5) Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex, owns shares representing a majority of the voting rights of the shares of Onex. The indirect interests of Onex are described in footnotes (5) and (6). Mr. Schwartz disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (6) Represents shares beneficially owned by OAH LLC. All of the shares beneficially owned by OAH LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by OAH LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed

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an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (9) Represents shares beneficially owned by Onex Spirit LP. All of the shares beneficially owned by Onex Spirit LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex Spirit LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (10) Represents shares beneficially owned by Wind LLC. All of the shares beneficially owned by Wind LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Wind LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (11) Represents shares beneficially owned by Onex Principals LP. All of the shares beneficially owned by Onex Principals LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex Principals LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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Remarks:

AdditionalÂ ReportingÂ PersonÂ Signatures

/s/Â NigelÂ S.Â Wright,Â ManagingÂ Director.

/s/Â DonaldÂ Lewtas,Â attorney-in-factÂ forÂ GeraldÂ W.Â Schwartz.

"PowerÂ ofÂ AttorneyÂ incorporatedÂ byÂ referenceÂ toÂ theÂ AmendmentÂ toÂ FormÂ 4Â toÂ DuraÂ AutomotiveÂ Sy

/s/Â DonaldÂ West,Â Director.

/s/Â DonaldÂ West,Â ViceÂ PresidentÂ ofÂ OnexÂ PartnersÂ ManagerÂ GPÂ Inc.,Â theÂ generalÂ partnerÂ ofÂ OnexÂ F

/s/Â DonaldÂ West,Â Director.

/s/Â DonaldÂ West,Â Representative.

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

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