Spirit AeroSystems Operations International, Inc.
Form 424B3
September 04, 2014
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Filed pursuant to 424(b)(3)

Registration No. 333-197592

PROSPECTUS

Spirit AeroSystems, Inc.

OFFER TO EXCHANGE
$300,000,000 OF 5 ¼% SENIOR NOTES DUE 2022
FOR
$300,000,000 OF 5 ¼% SENIOR NOTES DUE 2022
WHICH HAVE BEEN REGISTERED
UNDER THE SECURITIES ACT OF 1933, AS AMENDED
THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT
5:00 P.M., NEW YORK CITY TIME, ON OCTOBER 1, 2014, UNLESS EXTENDED.

Terms of the exchange offer:

- The notes being offered hereby (the Exchange Notes) are being registered with the Securities and Exchange Commission and are being offered in exchange for all of the Spirit AeroSystems, Inc. (Spirit) outstanding 5 ¼% Senior Notes due 2022 (the Original Notes) that were previously issued in an offering exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act). The terms of the exchange offer are summarized below and are more fully described in this prospectus.

- Spirit will exchange all Original Notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

- You may withdraw tenders of Original Notes at any time prior to the expiration of the exchange offer.

- Spirit believes that the exchange of Original Notes will not be a taxable event for U.S. federal income tax purposes, but you should see The Exchange Offer Tax Consequences of the Exchange Offer and Material U.S. Federal Income Tax Considerations on pages 30 and 74, respectively, of this prospectus for more information.

- Spirit will not receive any proceeds from the exchange offer.
- The terms of the Exchange Notes are substantially identical to the Original Notes, except that the Exchange Notes are registered under the Securities Act and the transfer restrictions and registration rights applicable to the Original Notes do not apply to the Exchange Notes.
- The Exchange Notes will be guaranteed on a senior unsecured basis by Spirit AeroSystems Holdings, Inc., and its wholly-owned subsidiary Spirit AeroSystems Finance, Inc., and by each of the following wholly owned subsidiaries of Spirit AeroSystems, Inc.: Spirit AeroSystems International Holdings, Inc., Spirit AeroSystems Investco, LLC, Spirit AeroSystems North Carolina, Inc., Spirit Defense, Inc. and Spirit AeroSystems Operations International, Inc.
- Spirit does not intend to list the Exchange Notes on any securities exchange or to have them approved for any automated quotation system.

See the section entitled Description of the Notes that begins on page 41 for more information about the Exchange Notes to be issued in this exchange offer.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for outstanding Original Notes where such outstanding Original Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. Spirit has agreed that, for a period of 180 days after the expiration of this exchange offer (or such shorter period until the date on which a broker-dealer is no longer required to deliver a prospectus), Spirit will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

This investment involves risks. See the section entitled Risk Factors that begins on page 10 for a discussion of the risks that you should consider prior to tendering your outstanding Original Notes in the exchange.

Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 4, 2014.

This prospectus, the letter of transmittal and the notice of guaranteed delivery are
first being mailed to all holders of the Original Notes on September 4, 2014.

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NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY SPIRIT AEROSYSTEMS, INC., SPIRIT AEROSYSTEMS HOLDINGS, INC., SPIRIT AEROSYSTEMS FINANCE, INC. OR THE SUBSIDIARY GUARANTORS. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL CREATE UNDER ANY CIRCUMSTANCES AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF SPIRIT AEROSYSTEMS, INC., SPIRIT AEROSYSTEMS HOLDINGS, INC., SPIRIT AEROSYSTEMS FINANCE, INC. OR THE SUBSIDIARY GUARANTORS SINCE THE DATE HEREOF. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SECURITIES OTHER THAN THOSE SPECIFICALLY OFFERED HEREBY OR AN OFFER TO SELL ANY SECURITIES OFFERED HEREBY IN ANY JURISDICTION WHERE, OR TO ANY PERSON WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. THE INFORMATION CONTAINED IN THIS PROSPECTUS SPEAKS ONLY AS OF THE DATE OF THIS PROSPECTUS UNLESS THE INFORMATION SPECIFICALLY INDICATES THAT ANOTHER DATE APPLIES.

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INDUSTRY AND MARKET DATA

This prospectus includes industry data that we obtained from publicly available sources and periodic industry publications and analyses from industry consultants.

IMPORTANT TERMS USED IN THIS PROSPECTUS

In this prospectus, unless the context indicates otherwise and except as expressly set forth in the section captioned Description of the Notes, the terms the Company, Spirit Holdings, we, us and our refer to Spirit AeroSystems Holdings, Inc. and all entities owned or controlled by Spirit AeroSystems Holdings, Inc., including Spirit AeroSystems, Inc. The terms Spirit and the Issuer refer solely to Spirit AeroSystems, Inc.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus incorporates important business and financial information about the Company that is not included in or delivered with this prospectus. We incorporate by reference the documents listed below and any additional documents filed by us with the Securities and Exchange Commission (the SEC) under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act, as amended (the Exchange Act), to the extent such documents are deemed filed for purposes of the Exchange Act, until Spirit completes its offering of the Exchange Notes:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the SEC on February 19, 2014 (our 2013 10-K);

- our Quarterly Reports on Form 10-Q for the quarterly periods ended April 3, 2014 filed with the SEC on May 2, 2014 and July 3, 2014 filed with the SEC on August 1, 2014 (our 2014 Second Quarter 10-Q);

- our Current Reports on Form 8-K filed with the SEC on February 10, 2014, February 27, 2014, March 4, 2014, March 5, 2014, March 10, 2014, March 11, 2014, March 21, 2014, April 7, 2014, April 14, 2014, May 5, 2014, May 13, 2014, June 4, 2014, June 5, 2014, June 9, 2014, June 10, 2014, August 7, 2014, August 8, 2014 and August 13, 2014; and

- the portion of our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 26, 2014 that are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. You can obtain any of the documents incorporated by reference through us, the SEC or the SEC s website, http://www.sec.gov. Documents we have incorporated by reference are available from us without charge, excluding exhibits to those documents unless we have specifically incorporated by reference such exhibits in this prospectus. Any person, including any beneficial owner, to whom this prospectus is delivered, may obtain the documents we have incorporated by reference in, but not delivered with, this prospectus by requesting them by telephone or in writing at the following address:

Spirit AeroSystems Holdings, Inc.
3801 South Oliver
Wichita, Kansas 67210
Attention: Corporate Secretary
(316) 526-9000

To obtain timely delivery you must request this information no later than five (5) business days before the date you must make your investment decision. Such date is September 24, 2014.

This prospectus summarizes documents and other information in a manner we believe to be accurate, but we refer you to the actual documents for a more complete understanding of the information we discuss in this prospectus. In making an investment decision, you must rely on your own examination of such documents, our business and the terms of the offering and the notes, including the merits and risks involved. When we refer to this prospectus, we mean not only this prospectus but also any documents which are incorporated or deemed to be incorporated in this prospectus by reference. You should rely only on the information incorporated by reference or provided in this prospectus or any supplement to this prospectus. We have not authorized anyone else to provide you with different information. This prospectus is used to offer and sell the Exchange Notes referred to in this prospectus, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of the date of this prospectus.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes certain forward-looking statements that involve many risks and uncertainties. When used, words such as anticipate, believe, continue, estimate, expect, forecast, intend, may, plan, project, should, will and other similar words or phrases, or unless the context requires otherwise, are intended to identify forward-looking statements. These statements reflect management s current views with respect to future events and are subject to risks and uncertainties, both known and unknown. Our actual results may vary materially from those anticipated in forward-looking statements.

Important factors that could cause actual results to differ materially from those reflected in such forward looking statements and that should be considered in evaluating our outlook include, but are not limited to, the following:

- our ability to continue to grow our business and execute our growth strategy, including the timing, execution, and profitability of new and maturing programs;

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- our ability to perform our obligations and manage costs related to our new and maturing commercial, business aircraft and military development programs and the related recurring production;
- margin pressures and the potential for additional forward losses on new and maturing programs;
- our ability to accommodate, and the cost of accommodating, announced increases in the build rates of certain aircraft;
- the effect on business and commercial aircraft demand and build rates of the following factors: changing customer preferences for business aircraft, including the effect of global economic conditions on the business aircraft market, expanding conflicts or political unrest in the Middle East or Asia and the impact of continuing instability in global financial and credit markets;
- customer cancellations or deferrals as a result of global economic uncertainty;
- the success and timely execution of key milestones such as certification and first delivery of Airbus A350 XWB aircraft program, receipt of necessary regulatory approvals and customer adherence to their announced schedules;
- our ability to successfully negotiate future pricing under our supply agreements with Boeing;
- our ability to enter into profitable supply arrangements with additional customers;
- the ability of all parties to satisfy their performance requirements under existing supply contracts with Boeing and Airbus, our two major customers, and other customers and the risk of nonpayment by such customers;
- any adverse impact on Boeing s and Airbus production of aircraft resulting from cancellations, deferrals or reduced orders by their customers or from labor disputes or acts of terrorism;
- any adverse impact on the demand for air travel or our operations from the outbreak of diseases or epidemic or pandemic outbreaks;
- returns on pension plan assets and the impact of future discount rate changes on pension obligations;
- our ability to borrow additional funds or refinance debt;
- our ability to sell all or any portion of our Oklahoma sites on terms acceptable to us;
- competition from commercial aerospace original equipment manufacturers and other aerostructures suppliers;
- the effect of governmental laws, such as U.S. export control laws and U.S. and foreign anti-bribery laws such as the Foreign Corrupt Practices Act and the United Kingdom Bribery Act, and environmental laws and agency regulations, both in the U.S. and abroad;
- the cost and availability of raw materials and purchased components;
- any reduction in our credit ratings could materially and adversely affect our business or financial condition;
- our ability to recruit and retain highly-skilled employees and our relationships with the unions representing many of our employees;

- spending by the U.S. and other governments on defense;
- the possibility that our cash flows and borrowing facilities may not be adequate for our additional capital needs or for payment of interest on and principal of our indebtedness;
- our exposure under our existing senior secured revolving credit facility to higher interest payments should interest rates increase substantially;
- the effectiveness of any interest rate hedging programs;
- the effectiveness of our internal control over financial reporting;
- the outcome or impact of ongoing or future litigation, claims and regulatory actions; and
- our exposure to potential product liability and warranty claims.

These factors are not exhaustive and it is not possible for us to predict all factors that could cause actual results to differ materially from those reflected in our forward-looking statements. These factors speak only as of the date hereof, and new factors may emerge or changes to the foregoing factors may occur that could impact our business. As with any projection or forecast, these statements are inherently susceptible to uncertainty and changes in circumstances. Except to the extent required by law, we undertake no obligation to, and expressly disclaim any obligation to, publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth in or incorporated by reference in this prospectus under Risk Factors and elsewhere in this prospectus or in the documents incorporated by reference herein. In light of such risks and uncertainties, we caution you not to rely on these forward-looking statements in deciding whether to invest in the notes. As with any projection or forecast, these statements are inherently susceptible to uncertainty and changes in circumstances. Except to the extent required by law, we are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements after the date of this prospectus whether as a result of such changes, new information, subsequent events or otherwise.

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PROSPECTUS SUMMARY

The following summary highlights some of the information from this prospectus and does not contain all the information that is important to you. Before deciding to participate in the exchange offer, you should read the entire prospectus, including the section entitled Risk Factors and our consolidated financial statements and the related notes and other information incorporated by reference herein. Some statements in this Prospectus Summary are forward-looking statements. See Disclosure Regarding Forward-Looking Statements. in this prospectus, unless the context indicates otherwise and except as expressly set forth in the section captioned Description of the Notes , the terms the Company, Spirit Holdings, we, us and our refer to Spirit AeroSystems Holdings, Inc. and all entities owned or controlled by Spirit AeroSystems Holdings, Inc., including Spirit AeroSystems, Inc. The terms Spirit and the Issuer refer solely to Spirit AeroSystems, Inc. References to Boeing refer to The Boeing Company and references to Airbus refer to Airbus S.A.S., a division of Airbus Group NV. References to OEM refer to commercial aerospace original equipment manufacturer.

Our Company

Company Overview

We are one of the largest independent non-OEM aircraft parts designers and manufacturers of commercial aerostructures in the world, based on annual revenues, as well as the largest independent supplier of aerostructures to Boeing. In addition, we are one of the largest independent suppliers of aerostructures to Airbus. Boeing and Airbus are the two largest aircraft OEMs in the world. Aerostructures are structural components such as fuselages, propulsion systems and wing systems for commercial and military aircraft. For the fiscal year ended December 31, 2013, we generated net revenues of $5,961.0 million, and for the six months ended July 3, 2014, we generated net revenues of $3,531.8 million.

Spirit Holdings was incorporated in the state of Delaware on February 7, 2005, and commenced operations on June 17, 2005 through the acquisition of Boeing s operations in Wichita, Kansas; Tulsa, Oklahoma and McAlester, Oklahoma, which we refer to as the Boeing Acquisition, by an investor group led by Onex Partners LP and Onex Corporation, which we collectively refer to as Onex. Boeing s commercial aerostructures manufacturing operations in Wichita, Kansas and Tulsa and McAlester, Oklahoma, are referred to in this prospectus as Boeing Wichita. Although Spirit began operations as a stand-alone company in 2005, its predecessor, Boeing Wichita, had 75 years of operating history and expertise in the commercial and military aerostructures industry. Spirit Holdings, Spirit s parent company, has had publicly traded shares on the New York Stock Exchange under the ticker SPR since November 2006.

On April 1, 2006, we became a supplier to Airbus through our acquisition of the aerostructures division of BAE Systems (Operations) Limited, referred to in this prospectus as BAE Systems. The acquired division of BAE Systems is referred to in this prospectus as BAE Aerostructures, and the acquisition of BAE Aerostructures is referred to as the BAE Acquisition.

We manufacture aerostructures for every Boeing commercial aircraft currently in production, including the majority of the airframe content for the Boeing B737, the most popular major commercial aircraft in history. As a result of our unique capabilities both in process design and composite materials, we were awarded a contract that makes us the largest aerostructures content supplier on the Boeing B787, Boeing s next generation twin aisle aircraft. In addition, we are one of the largest content suppliers of wing systems for the Airbus A320 family, we are a significant supplier for the Airbus A380, and we will be a significant supplier for the new Airbus A350 XWB (Xtra Wide-Body) after the development stage of the program. Sales related to the large commercial aircraft market, some of which may be used in military applications, represented approximately 99% and approximately 99% of our net revenues for the fiscal year ended December 31, 2013 and the six months ended July 3, 2014, respectively.

We derive our revenues primarily through long-term supply agreements with Boeing and Airbus. For the fiscal year ended December 31, 2013, approximately 84% and 10%, and for the six months ended July 3, 2014, approximately 84% and 10%, of our net revenues were generated from sales to Boeing and Airbus, respectively. We are currently the sole-source supplier of 97% of the products we sell to Boeing and Airbus, as measured by the dollar value of products sold. We are a critical partner to our customers due to the broad range of products we currently supply to them and our leading design and manufacturing capabilities using both metallic and composite materials. Under our supply agreements with Boeing and Airbus, we supply products for the life of the aircraft program (other than the A350 XWB and A380), including commercial derivative models. For the A350 XWB and A380, we have long-term requirements contracts with Airbus.

Since Spirit s incorporation, the Company has expanded its customer base to include Sikorsky, Rolls-Royce, Gulfstream, Israel Aerospace Industries, Bombardier, Mitsubishi Aircraft Corporation, Bell Helicopter, Southwest Airlines, United Airlines and American Airlines. The Company has its headquarters in Wichita, Kansas, with manufacturing facilities in Tulsa and McAlester, Oklahoma; Prestwick, Scotland; Wichita and Chanute, Kansas; Kinston, North Carolina; Saint-Nazaire, France; and Subang, Malaysia.

We are organized into three principal reporting segments: (1) Fuselage Systems, which includes forward, mid and rear fuselage sections; (2) Propulsion Systems, which includes nacelles, struts/pylons and engine structural components; and (3) Wing Systems, which includes wing systems and components, flight control surfaces and other miscellaneous structural parts. The Fuselage Systems segment manufactures products at our facilities in Wichita, Kansas and Kinston, North Carolina, with an assembly plant for the A350 XWB in Saint-Nazaire, France. The Propulsion Systems segment manufactures products at our facilities in Wichita and Chanute, Kansas, and the Wing Systems segment manufactures products at our facilities in Tulsa and McAlester, Oklahoma; Prestwick, Scotland; Subang, Malaysia and Kinston, North Carolina. Fuselage Systems, Propulsion Systems and Wing Systems represented approximately 48%, 27%, and 25%, of our net revenues for the fiscal year ended December 31, 2013, and approximately 50%, 26% and 24% for the six months ended July 3, 2014, respectively. All other activities fall within the All Other segment, representing less than 1% of our net revenues for each of the fiscal year ended December 31, 2013 and the six months ended July 3, 2014, principally made up of sundry sales of miscellaneous services, tooling contracts, and sales of natural gas through a tenancy-in-common with other companies that have operations in Wichita.

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Recent Developments

Tender Offer, Consent Solicitation and Redemption

On March 4, 2014, Spirit commenced a cash tender offer and solicitation of consents from the holders of the 7 ½% senior notes due 2017, which we refer to as the 2017 notes, which expired on March 31, 2014 and pursuant to which Spirit purchased $227.2 million of principal amount of the outstanding 2017 notes. The remaining $72.8 million principal amount of 2017 notes that remained outstanding following expiration of the tender offer and consent solicitation were redeemed on May 1, 2014 at a redemption price equal to 103.750% of the principal amount thereof, plus accrued and unpaid interest to, but not including, the redemption date, and none of the 2017 notes remain outstanding.

Amendments to Term Loan

On March 18, 2014, the Company entered into Amendment No. 3, which we refer to as Amendment No. 3, to its senior secured Credit Agreement, dated as of April 18, 2012, among Spirit, as borrower, Spirit Holdings, as parent guarantor, the subsidiary guarantors party thereto, the lenders party thereto, Bank of America, N.A., as administrative agent and collateral agent, and the other agents named therein, as amended by Amendment No. 1 thereto, dated as of October 26, 2012 and Amendment No. 2, dated as of August 2, 2013, which we refer to as the Credit Agreement. Amendment No. 3 provides for a new $540.4 million senior secured term loan B, which we refer to as the New Term Loan, with a maturity date of September 15, 2020, which replaces the $540.4 million term loan B that was scheduled to mature on April 18, 2019.

The New Term Loan bears interest, at Spirit s option, at LIBOR plus 2.50% with a LIBOR floor of 0.75% or base rate plus 1.50%. Amendment No. 3 also provides that (i) any failure to comply with the financial covenants will not constitute an event of default with respect to the New Term Loan unless the administrative agent or the requisite number of lenders with respect to the revolving credit facility under the Credit Agreement accelerate the obligations under the revolving credit facility and (ii) the financial covenants may be amended or waived by the requisite number of lenders with respect to the revolving credit facility.

On June 3, 2014, the Company entered into Amendment No. 4 to the Credit Agreement, which, among other things, permits the Company to incur debt and make certain restricted payments, including payments for a recently announced share repurchase, during the previously imposed suspension period.

Secondary Common Stock Offerings and Share Repurchase

On June 10, 2014, Spirit Holdings completed a secondary offering of shares of its Class A Common Stock by Onex and certain current and former members of the Company s management. Upon completion of the offering, Onex relinquished voting control of Spirit Holdings and Spirit Holdings ceased to be a controlled company under NYSE rules. In addition, on June 10, 2014, Spirit Holdings completed the repurchase of 4,000,000 shares of its Class A Common Stock from the underwriters in the secondary offering at a purchase price per share equal to the price paid by the underwriters to the selling shareholders in the secondary offering.

On August 13, 2014, Spirit Holdings completed a secondary offering of shares of its Class A Common Stock by Onex and certain current and former members of the Company s management. Upon completion of the offering, Onex owned no Class A Common Stock of Spirit Holdings.

Dismissal of Independent Registered Public Accounting Firm

The Audit Committee (the Audit Committee) of our board of directors recently conducted a competitive process to determine our independent registered public accounting firm for the fiscal year ending December 31, 2014. The Audit Committee invited several firms to participate in this process, including PricewaterhouseCoopers LLP (PWC), our independent registered public accounting firm for the fiscal year ended December 31, 2013 and prior fiscal years.

As a result of this process, our board of directors, upon recommendation of the Audit Committee, approved the appointment of Ernst & Young LLP (E&Y) as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

On May 8, 2014, we dismissed PWC as our independent registered public accounting firm, effective immediately, and on May 12, 2014, we appointed E&Y to serve in such capacity.

Our Principal Offices and Website

Spirit Holdings was incorporated in the state of Delaware on February 7, 2005. Our principal offices are located at 3801 South Oliver, Wichita, Kansas 67210 and our telephone number at that address is (316) 526-9000. Our website address is *www.spiritaero.com.* **Information contained on this website is not part of this prospectus and is not incorporated in this prospectus by reference.**

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The Exchange Offer

On March 18, 2014, Spirit completed the offering of $300.0 million aggregate principal amount of the Original Notes. The Original Notes were sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act. As part of the offering, we entered into a registration rights agreement with the initial purchasers of the Original Notes in which we agreed, among other things, to deliver this prospectus and to complete an exchange offer for the Original Notes. The summary below describes the principal terms of the exchange offer. The section of this prospectus entitled The Exchange Offer contains a more detailed description of the terms and conditions of the exchange offer.

Securities Offered:	Up to $300,000,000 aggregate principal amount of 5 ¼% Senior Notes due 2022 which have been registered under the Securities Act, which we refer to as the Exchange Notes . The form and terms of the Exchange Notes are identical in all material respects to those of the Original Notes. The Exchange Notes, however, will not contain transfer restrictions and registration rights applicable to the Original Notes.
The Exchange Offer:	Spirit is offering to exchange $1,000 principal amount of the Exchange Notes for each $1,000 principal amount of outstanding Original Notes. In order to be exchanged, an Original Note must be properly tendered and accepted. All Original Notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there are $300.0 million in aggregate principal amount of the Original Notes outstanding. Spirit will issue Exchange Notes promptly after the expiration of the exchange offer.
Resales:	We are registering the exchange offer in reliance on the position enunciated by the SEC in Exxon Capital Holdings Corp., SEC No-Action Letter (April 13, 1988), Morgan Stanley & Co, Inc., SEC No-Action Letter (June 5, 1991), and Shearman & Sterling, SEC No-Action Letter (July 2, 1993). Based on interpretations by the staff of the SEC, as set forth in these no-action letters issued to third parties not related to us, we believe that the Exchange Notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as: • you are acquiring the Exchange Notes in the ordinary course of your business; • you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate, in a distribution of the Exchange Notes; and • you are not our affiliate. Rule 405 under the Securities Act defines affiliate as a person that, directly or indirectly, controls or is controlled by, or is under common control with, a specified person. In the absence of an exemption, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the Exchange Notes. If you fail to comply with these requirements you may incur liabilities under the Securities Act, and we will not indemnify you for such liabilities. Each broker or dealer that receives Exchange Notes for its own account in exchange for Original Notes that were acquired as a result of market-making or other trading

	activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell, resale, or other transfer of the Exchange Notes issued in the exchange offer.
Record Date:	We mailed this prospectus and the related offer documents to the registered holders of the Original Notes on September 4, 2014.
Expiration Date:	5:00 p.m., New York City time, on October 1, 2014, unless we extend the expiration date.
Withdrawal Rights:	You may withdraw tenders of the Original Notes at any time prior to 5:00 p.m., New York City time, on the expiration date. For more information, see the section entitled The Exchange Offer under the heading Terms of the Exchange Offer.
Conditions to the Exchange Offer:	The exchange offer is subject to certain customary conditions, which we may waive in our sole discretion. For more information, see the section entitled The Exchange Offer under the heading Conditions to the Exchange Offer. The exchange offer is not conditioned upon the exchange of any minimum principal amount of Original Notes.

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Procedures for Tendering Original Notes:	If you wish to accept the exchange offer, you must (1) complete, sign and date the accompanying letter of transmittal, or a facsimile copy of such letter, in accordance with its instructions and the instructions in this prospectus, and (2) mail or otherwise deliver the executed letter of transmittal, together with the Original Notes and any other required documentation to the exchange agent at the address set forth in the letter of transmittal. If you are a broker, dealer, commercial bank, trust company or other nominee and you hold Original Notes through The Depository Trust Company (DTC) and wish to accept the exchange offer, you must do so pursuant to DTC s automated tender offer program. By executing or agreeing to be bound by the letter of transmittal, you will represent to us, among other things, (1) that you are, or the person or entity receiving the Exchange Notes is, acquiring the Exchange Notes in the ordinary course of business, (2) that neither you nor any such other person or entity has any arrangement or understanding with any person to participate in the distribution of the Exchange Notes within the meaning of the Securities Act and (3) that neither you nor any such other person or entity is our affiliate within the meaning of Rule 405 under the Securities Act. If you are a beneficial owner whose Original Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender in the exchange offer, we urge you to promptly contact the person or entity in whose name your Original Notes are registered and instruct that person or entity to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your Original Notes, either make appropriate arrangements to register ownership of your Original Notes in your name or obtain a properly completed bond power from the person or entity in whose name your Original Notes are registered. The transfer of registered ownership may take considerable time.
Guaranteed Delivery Procedures:	If you wish to tender your Original Notes and your Original Notes are not immediately available or you cannot deliver your Original Notes, the letter of transmittal or any other documents required to the exchange agent (or comply with the procedures for book-entry transfer) prior to the expiration date, you must tender your Original Notes according to the guaranteed delivery procedures set forth in the section entitled The Exchange Offer under the heading Guaranteed Delivery Procedures.
Registration Rights Agreement:	Contemporaneously with the initial sale of the Original Notes, we entered into a registration rights agreement with the initial purchasers pursuant to which we agreed, among other things, (1) to use our reasonable best efforts to consummate an exchange offer and (2) if required, to have a shelf registration statement declared effective with respect to resales of the Original Notes. This exchange offer is intended to satisfy those obligations set forth in the registration rights agreement. After the exchange offer is complete, except in limited circumstances with respect to specific types of holders of Original Notes, we will have no further obligation to provide for the registration under the Securities Act of such Original Notes. See the section entitled The Exchange Offer.
Federal Income Tax Considerations:	The exchange pursuant to the exchange offer will generally not be a taxable event for U.S. federal income tax purposes. For more details, see the sections entitled The Exchange Offer Tax Consequences of the Exchange Offer and Material U.S. Federal Income Tax Considerations.
Consequences of Failure to Exchange:	If you do not exchange the Original Notes, they will remain entitled to all the rights and preferences and will continue to be subject to the limitations contained in the indenture governing the Original Notes. However, following the exchange offer, except in limited circumstances with respect to specific types of holders of Original Notes, we will have no further obligation to provide for the registration under the Securities Act of such Original Notes.

Absence of an Established Market for the Notes:	The Exchange Notes will be a new class of securities for which there is currently no market. We do not intend to apply for listing of the Original Notes or the Exchange Notes on any securities exchange or for quotation of such notes. Although certain of the initial purchasers have informed us that they intend to make a market in the Exchange Notes, they are not obligated to do so, and may discontinue market-making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the Exchange Notes will develop or be maintained.

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Use of Proceeds:	We will not receive any proceeds from the exchange offer. For more details, see the Use of Proceeds section.
Exchange Agent:	The Bank of New York Mellon Trust Company, N.A., is serving as the exchange agent in connection with the exchange offer. The address, telephone number and facsimile number of the exchange agent are listed under the heading The Exchange Offer Exchange Agent.

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The Exchange Notes

The form and terms of the Exchange Notes are the same as the form and terms of the Original Notes for which they are being exchanged, except that the Exchange Notes will be registered under the Securities Act. As a result, the Exchange Notes will not bear legends restricting their transfer and will not have provisions providing for the benefit of the registration rights or the obligation to pay additional interest because of our failure to register the Exchange Notes and complete this exchange offer as required. The Exchange Notes represent the same debt as the Original Notes for which they are being exchanged. Both the Original Notes and the Exchange Notes are governed by the same indenture. The summary below describes the principal terms of the Exchange Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus contains a more detailed description of the terms and conditions of the Exchange Notes. We use the term notes in this prospectus to collectively refer to the Original Notes and the Exchange Notes.

Issuer:	Spirit AeroSystems, Inc.
Notes Offered:	$300.0 million aggregate principal amount of 5 ¼% Senior Notes due 2022.
Maturity Date:	March 15, 2022.
Interest:	Interest on the Exchange Notes will accrue at a rate of 5 ¼% per annum, payable in cash semi-annually in arrears, on March 15 and September 15 of each year, commencing September 15, 2014.
Guarantors:	The Exchange Notes will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by Spirit Holdings, the Issuer s parent, and its wholly-owned subsidiary Spirit AeroSystems Finance, Inc., and by the Issuer s existing and future domestic subsidiaries that guarantee the Issuer s obligations under the senior secured credit facility.
Optional Redemption:	The Issuer may redeem the Exchange Notes, in whole or in part, at any time on or after March 15, 2017, at the redemption prices specified in Description of the Notes Optional Redemption, plus accrued and unpaid interest and additional interest, if any, to, but not including, the redemption date. At any time prior to March 15, 2017, the Issuer may redeem the Exchange Notes, in whole or in part, at a redemption price equal to 100% of the principal amount plus a make-whole premium as of the date of redemption together with accrued and unpaid interest and additional interest, if any, to the redemption date. The Issuer may redeem up to 35% of the Exchange Notes before March 15, 2017 with the net cash proceeds from certain equity offerings.
Change of Control:	Following specific kinds of changes of control the Issuer will be required to offer to purchase all of the Exchange Notes at a purchase price of 101% of their principal amount, plus accrued and unpaid interest and additional interest, if any, to, but not including, the date of purchase. For more details, see Description of the Notes Change of Control.
Ranking:	The Exchange Notes will be senior unsecured obligations and will: • rank equally in right of payment with all of Spirit s and the guarantors other existing and future senior debt, including the 2020 Notes;

- be senior in right of payment to all of Spirit s and the guarantors existing and future debt that is by its terms expressly subordinated to the notes and guarantees;

- be effectively subordinated to Spirit s and the guarantors secured debt, including secured debt under Spirit s existing senior secured credit facility, to the extent of the assets securing such debt; and

- be structurally junior to any debt or obligations of any non-Guarantor subsidiaries.

As of July 3, 2014, after completion of the offering of the Original Notes and the use of the net proceeds therefrom and the related transactions, Spirit Holdings and its subsidiaries had total debt of approximately $1,160.3 million, approximately $537.1 million of which constituted secured debt and effectively ranked senior to the Original Notes to the extent of the assets securing such debt. In addition, Spirit Holdings and its subsidiaries had approximately $650 million of availability under the revolving portion of the Issuer s senior secured credit facility.

Our non-guarantor subsidiaries constituted approximately 13% of our revenues for the fiscal year ended December 31, 2013 and 12% of our

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	revenues for the six months ended July 3, 2014. In addition, these non-guarantors constituted approximately 16% of our total assets as of July 3, 2014.
Certain Covenants:	The indenture governing the notes, among other things, limits the ability of Spirit Holdings, the Issuer and the restricted subsidiaries to:

- incur additional debt;
- pay dividends, redeem stock or make other distributions;
- make other restricted payments and investments;
- create liens without granting equal and ratable liens to the holders of the notes;
- enter into sale and leaseback transactions;
- merge, consolidate or transfer or dispose of substantially all of their assets; and
- enter into certain types of transactions with affiliates.

These covenants are subject to a number of important qualifications and limitations. See Description of the Notes Certain Covenants.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA OF SPIRIT AEROSYSTEMS HOLDINGS, INC.

The following table sets forth summary historical consolidated financial data and should be read in conjunction with our consolidated financial statements, condensed consolidated financial statements and related notes thereto, the Management s Discussion and Analysis of Financial Condition and Results of Operations section of our 2013 10-K and our 2014 Second Quarter 10-Q, each of which is incorporated by reference in this prospectus and the Selected Consolidated Financial Information and Other Data section of our 2013 10-K. Financial data for the fiscal years ended and as of December 31, 2011, 2012 and 2013 are derived from our audited consolidated financial statements contained in our 2013 10-K, which is incorporated by reference into this prospectus. Selected Balance Sheet Data as of December 31, 2011 is derived from our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is not incorporated by reference into this prospectus. Financial data for the six month periods ended and as of June 27, 2013 and July 3, 2014 are derived from our unaudited condensed consolidated financial statements contained in our 2014 Second Quarter 10-Q, which is incorporated by reference in this prospectus. Our fiscal year ends on December 31.

	Six Months Ended		Fiscal Year Ended December 31,		
	July 3, 2014	June 27, 2013	2013	2012	2011
	(in millions)			(in millions)	
Consolidated Statement of Operations:					
Net revenues	$ 3,531.8	$ 2,962.9	$ 5,961.0	$ 5,397.7	$ 4,863.8
Operating costs and expenses					
Cost of sales(1)	2,993.2	2,927.3	6,059.5	5,245.3	4,312.1
Selling, general and administrative(2)	114.9	98.4	200.8	172.2	159.9
Impact from Severe Weather Event		15.1	30.3	(146.2)	
Research and development	13.1	16.1	34.7	34.1	35.7
Total operating costs and expenses	3,121.2	3,056.9	6,325.3	5,305.4	4,507.7
Operating income (loss)	410.6	(94.0)	(364.3)	92.3	356.1
Interest expense and financing fee amortization	(56.2)	(34.9)	(70.1)	(82.9)	(77.5)
Interest income	0.2	0.1	0.3	0.2	0.3
Other income (loss), net	7.0	(8.6)	3.3	1.8	1.4
Income (loss) before income taxes and equity in net loss of affiliates	361.6	(137.4)	(430.8)	11.4	280.3
Income tax (provision) benefit	$ (65.0)	$ 9.3	$ (191.1)	$ 24.1	$ (86.9)
Equity in net income (loss) of affiliates	0.4	(0.1)	0.5	(0.7)	(1.0)
Net income (loss)	$ 297.0	$ (128.2)	$ (621.4)	$ 34.8	$ 192.4

	Six Months Ended		Fiscal Year Ended December 31,		
	July 3, 2014	June 27, 2013	2013	2012	2011
	(in millions)			(in millions)	
Selected Business Segment Data:					
Net revenue:					
Fuselage Systems(3)	$ 1,763.3	$ 1,450.0	$ 2,861.1	$ 2,590.6	$ 2,425.0
Propulsion Systems	910.7	793.9	1,581.3	1,420.9	1,221.5
Wing Systems(3)	852.5	711.9	1,502.5	1,375.1	1,207.8
All Other	5.3	7.1	16.1	11.1	9.5
Total net revenues	$ 3,531.8	$ 2,962.9	$ 5,961.0	$ 5,397.7	$ 4,863.8
Income (loss) from operations:					
Fuselage Systems(3)(4)(5)	$ 274.2	$ 281.4	$ 70.1	$ 391.9	$ 323.1
Propulsion Systems(6)(7)	166.4	153.4	235.8	67.5	196.4
Wing Systems(3)(8)(9)	121.0	(381.8)	(414.0)	(335.6)	0.5
All Other	0.3	3.4	4.4	1.0	1.3

Unallocated corporate SG&A(10)	(114.9)	(98.4)	(181.5)	(155.3)	(145.5)
Unallocated impact from severe weather event(11)		(15.1)	(30.3)	146.2	
Unallocated research and development(12)	(13.1)	(16.1)	(8.9)	(4.4)	(1.9)
Unallocated cost of sales(13)	(23.3)	(20.8)	(39.9)	(19.0)	(17.8)
Total income (loss) from operations	$ 410.6	$ (94.0)	$ (364.3)	$ 92.3	$ 356.1

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	Six Months Ended July 3, 2014	Six Months Ended June 27, 2013	Fiscal Year Ended December 31, 2013	Fiscal Year Ended December 31, 2012	Fiscal Year Ended December 31, 2011
	(in millions)		(in millions)		
Selected Balance Sheet Data (at period end):					
Cash and cash equivalents	$ 381.6	$ 317.0	$ 420.7	$ 440.7	$ 177.8
Accounts receivable, net	729.1	600.6	550.8	420.7	267.2
Inventories, net	1,875.4	2,187.0	1,842.6	2,410.8	2,630.9
Property plant and equipment, net	1,793.0	1,739.4	1,803.3	1,698.5	1,615.7
Total assets	5,221.4	5,354.6	5,107.2	5,415.3	5,042.4
Total debt	1,160.3	1,172.7	1,167.3	1,176.2	1,200.9
Total equity	1,662.1	1,868.7	1,481.0	1,996.9	1,964.7
Other Financial Data:					
Net cash provided (used) by operating activities	$ 209.5	$ 14.3	$ 260.6	$ 544.4	$ (47.3)
Net cash provided (used) by investing activities	(89.2)	(132.4)	(268.2)	(248.8)	(249.2)
Net cash provided (used) by financing activities	(159.6)	(3.6)	(13.9)	(34.6)	(6.7)
Capital expenditures(14)	89.6	119.3	234.2	236.1	249.7

(1) Included in 2013 cost of sales are forward loss charges of $1,133.3 million, which includes $41.1 million on the B747-8 program, $16.4 million on the B767 program, $422.0 million on the B787 program, $111.3 million on the A350 XWB program, $240.9 million on the G280 wing program, $288.3 million on the G650 wing program and $13.3 million on our Rolls-Royce BR725 program. Included in 2012 cost of sales are forward loss charges of $644.7 million, which includes $11.5 million on the B747-8 program, $184.0 million on the B787 wing program, $8.9 million on the A350 XWB non-recurring wing contract, $118.8 million on the G280 wing program, $162.5 million on the G650 wing program and $151.0 million on our Rolls-Royce program. Included in 2011 cost of sales are forward loss charges of $132.1 million, which includes $81.8 million on the G280 wing program, $29.0 million on the Sikorsky CH-53K program, $18.3 million on the B747-8 program and $3.0 million on the A350 XWB non-recurring wing program.

(2) Includes non-cash stock compensation expenses of $19.6 million, $15.3 million, $11.1 million, for the respective periods starting with the fiscal year ended December 31, 2013.

(3) For 2011, includes recognition of deferred revenue, non-recurring revenue on B787-9 derivative and mission improvement, and pricing adjustments on prior and current-year deliveries all associated with the B787 Amendment, which was finalized in May 2011.

(4) For 2013, inclusive of forward loss charges of $41.1 million, $4.1 million, $333.1 million and $111.3 million for the B747-8, B767, B787 and A350 XWB programs, respectively. A350 XWB forward loss of $111.3 million is comprised of $32.7 million on the A350-1000 XWB non-recurring fuselage portion and $78.6 million on the A350 XWB recurring fuselage program. For 2012, includes a forward loss charge of $6.4 million for the B747-8 program. For 2011, includes a $29.0 million forward loss charge recorded for the Sikorsky CH-53K helicopter program and a $12.6 million forward loss charge for the B747-8 program. Also includes cumulative catch-up adjustments for periods prior to 2013 and 2012 of $60.1 million and $(2.4) million, respectively.

(5) For the six months ended July 3, 2014, net of $0.9 million forward loss charge recorded on the Bell V280 helicopter program. Also includes favorable cumulative catch-up adjustments of $8.6 million and $32.5 million for the six months ended July 3, 2014 and June 27, 2013, respectively. In addition, for the six months ended June 27, 2013, inclusive of $5.0 million forward loss charge recorded for B747-8.

(6) Inclusive of forward loss charges of $12.3 million, $30.6 million and $21.7 million for the B767, B787 and Rolls-Royce BR725 programs, respectively, for 2013. Also includes $8.4 million reduction of forward loss charge recorded due to change in estimate for the Rolls-Royce program in 2013. For 2012, includes forward loss charges of $151.0 million recorded on our Rolls-Royce program and $8.0 million on our B767 program. Also includes cumulative catchup adjustments for periods prior to 2013 and 2012 of $30.0 million and $7.3 million, respectively.

(7) Includes favorable cumulative catch-up adjustments of $8.3 million and $18.7 million for the six months ended July 3, 2014 and June 27, 2013, respectively. In addition, for the six months ended June 27, 2013, inclusive of $4.0 million forward loss charge and $8.4 million reduction of forward loss charge due to a change in estimate recorded for the B767 and Rolls-Royce BR725 programs, respectively.

(8) For 2013, includes forward loss charges of $58.3 million, $240.9 million and $288.3 million for the B787, G280 and G650 programs, respectively. For 2012, includes forward loss charges recorded of $184.0 million for the B787 wing program, $162.5 million for the G650 wing program, $118.8 million for the G280 wing program, $8.9 million for the A350 XWB non-recurring wing contract, and $5.1 million for the B747-8 wing program. Also includes cumulative catch-up adjustments for periods prior to 2013 and 2012 of $5.4 million and $9.8 million, respectively. For 2011, includes a $81.8 million forward loss charger recorded for the G280 wing program, a $5.7 million forward loss charge for the B747-8 program and a $3.0 million forward loss on the A350 XWB non-recurring wing contract.

(9) For the six months ended July 3, 2014, net of $0.3 million forward loss charge recorded on the G280 wing program. For the six months ended June 27, 2013, net of $37.3 million forward loss charge recorded for the B787 wing program, $191.5 million for the G280 program, and $234.2 million for the G650 program. Also includes favorable cumulative catch-up adjustments of $13.3 million for the six months ended July 3, 2014 and $0.5 million for the six months ended June 27, 2013, respectively.

(10) For 2013, corporate SG&A of $2.3 million, $1.2 million and $1.2 million was reclassified from segment operating income for the Fuselage, Propulsion and Wing Systems, respectively, to conform to current year presentation.

(11) For 2012, gain includes a $234.9 million insurance settlement amount, offset by $88.7 million of costs incurred related to the April 14, 2012 severe weather event. Costs include assets impaired by the storm, clean-up costs, repair costs and incremental labor, freight and warehousing costs associated with the impacts of the storm.

(12) For 2013, research and development of $2.7 million, $1.9 million and $1.1 million was reclassified from segment operating income Fuselage, Propulsion and Wing Systems, respectively, to conform to current year presentation.

(13) Includes $22.6 million of warranty reserve for the six months ended July 3, 2014. For the six months ended June 27, 2013, includes $19.2 million of warranty reserve and $1.6 million related to early retirement incentives. Inclusive of charges of $38.1 million, $17.8 million, and $1.6 million related to warranty reserve adjustments, reduction in workforce and early retirement incentives in 2013. Also, includes gains related to pension activity of $15.4 million for the same period. For 2012 and 2011, $11.0 million and $6.9 million, respectively, were reclassified from segment operating income to unallocated cost of sales to conform to current year presentation. Includes charges in the second quarter of 2012 of $3.6 million related to asset impairments, $2.2 million related to stock incentives for certain UAW-represented employees and $2.1million in early retirement incentives to eligible employees and charges in the second quarter of 2011 of $9.0 million due to a change in estimate to increase warranty and extraordinary rework reserves and $1.9 million in early retirement incentives elected by eligible UAW-represented employees.

(14) Does not include purchase of property, plant and equipment due to a Severe Weather Event of $15.7 million, $38.4 million and $12.9 million for the six months ended June 27, 2013, twelve months ended December 31, 2013 and twelve months ended December 31, 2012, respectively.

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RISK FACTORS

Prospective participants in the exchange offer should carefully consider all of the information contained or incorporated by reference in this prospectus, including the risks and uncertainties described below, in evaluating your participation in the exchange offer. The risks set forth below (with the exception of the first risk factor) are generally applicable to the Original Notes as well as the Exchange Notes. These risks and uncertainties are those that we currently believe may materially and adversely affect our company, our business or results of operations in the future or investments in our securities. Additional risks and uncertainties that we are unaware of or that we currently deem immaterial may also materially and adversely affect our company, our business or results of operations in the future or investments in our securities.

Risk Factors Associated with the Exchange Offer

If you fail to follow the exchange offer procedures, your Original Notes will not be accepted for exchange.

We will not accept your Original Notes for exchange if you do not follow the exchange offer procedures. We will issue Exchange Notes as part of this exchange offer only after timely receipt of your Original Notes, a properly completed and duly executed letter of transmittal and all other required documents. Therefore, if you want to tender your Original Notes, please allow sufficient time to ensure timely delivery. If we do not receive your Original Notes, letter of transmittal, and all other required documents by the expiration date of the exchange offer, or you do not otherwise comply with the guaranteed delivery procedures for tendering your Original Notes, we will not accept your Original Notes for exchange. We are under no duty to give notification of defects or irregularities with respect to the tenders of Original Notes for exchange. If there are defects or irregularities with respect to your tender of Original Notes, we will not accept your Original Notes for exchange unless we decide in our sole discretion to waive such defects or irregularities.

If you fail to exchange your Original Notes for Exchange Notes, they will continue to be subject to the existing transfer restrictions and you may not be able to sell them.

We did not register the Original Notes under the Securities Act or any applicable state or foreign securities laws, nor do we intend to do so following the exchange offer. Original Notes that are not tendered in the exchange offer will therefore continue to be subject to the existing transfer restrictions and may be transferred only in limited circumstances under applicable securities laws. As a result, if you hold Original Notes after the exchange offer, you may not be able to sell them. To the extent any Original Notes are tendered and accepted in the exchange offer, the trading market, if any, for the Original Notes that remain outstanding after the exchange offer may be adversely affected due to a reduction in market liquidity.

Because there is no public market for the Exchange Notes, you may not be able to resell them.

The Exchange Notes will be registered under the Securities Act but will constitute a new issue of securities with no established trading market, and there can be no assurance as to the liquidity of any trading market that may develop, the ability of holders to sell their Exchange Notes or the price at which the holders will be able to sell their Exchange Notes.

We understand that certain of the initial purchasers of the Original Notes presently intend to make a market in the Exchange Notes. However, they are not obligated to do so, and any market-making activity with respect to the Exchange Notes may be discontinued at any time without notice. In addition, any market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act and may be limited during the exchange offer or the pendency of an applicable shelf registration statement. There can be no assurance that an active market will exist for the Exchange Notes or that any trading market that does develop will be liquid.

If you are a broker-dealer, your ability to transfer the Exchange Notes may be restricted.

A broker-dealer that purchased the Original Notes for its own account as part of market-making or trading activities must comply with the prospectus delivery requirements of the Securities Act when it sells the Exchange Notes. Our obligation to make this prospectus available to broker-dealers is limited. Consequently, we cannot guarantee that a proper prospectus will be available to broker-dealers wishing to resell their Exchange Notes.

Risk Factors Related to Our Business and Industry

Our commercial business is cyclical and sensitive to commercial airlines profitability. The business of commercial airlines is, in turn, affected by global economic conditions and geo-political considerations.

We compete in the aerostructures segment of the aerospace industry. Our customers business, and therefore our own, is directly affected by the financial condition of commercial airlines and other economic factors, including global economic conditions and geo-political considerations that affect the demand for air transportation. Specifically, our commercial business is dependent on the demand from passenger airlines and cargo carriers for the production of new aircraft. Accordingly, demand for our commercial products is tied to the worldwide airline industry s ability to finance the purchase of new aircraft and the industry s forecasted demand for seats, flights, routes and cargo capacity. Similarly, the size and age of the worldwide commercial aircraft fleet affects the demand for new aircraft and, consequently, for our products. Such factors, in conjunction with evolving economic conditions, cause the market in which we operate to be cyclical to varying degrees, thereby affecting our business and operating results.

The commercial airline industry is impacted by the strength of the global economy and the geopolitical events around the world. Possible exogenous shocks such as expanding conflicts or political unrest in the Middle East or Asia, renewed terrorist attacks against the industry, or pandemic health crises have the potential to cause precipitous declines in air traffic. Any protracted economic slump, adverse credit market conditions, future terrorist attacks, war or health concerns could cause airlines to cancel or delay the purchase of additional new aircraft which could result in a deterioration of commercial airplane backlogs. If demand for new aircraft decreases, there would likely be a decrease in demand for our commercial aircraft products, and our business, financial condition and results of operations could be materially adversely affected.

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Our business jet programs are sensitive to consumer preferences in the business jet market.

Our business jet program success is tied to demand for products from the manufacturers with whom we contract. The business jet market is impacted by consumer preference for different business jet models. If demand for new aircraft from our customers decreases, there would likely be a corresponding decrease in demand for our business jet products, and our business, financial condition and results of operations could be materially adversely affected.

Our business could be materially adversely affected if one of our components causes an aircraft accident.

Our operations expose us to potential liabilities for personal injury or death as a result of the failure of an aircraft component that has been designed, manufactured or serviced by us or our suppliers. While we believe that our liability insurance coverage is sufficient to protect us in the event of future product liability claims, it may not be adequate. Also, we may not be able to maintain insurance coverage in the future at an acceptable cost. Any such liability not covered by insurance or for which third-party indemnification is not available could require us to dedicate a substantial portion of our cash flows to make payments on such liability, which could have a material adverse effect on our business, financial condition and results of operations.

An accident caused by one of our components could also damage our reputation for quality products. We believe our customers consider safety and reliability as key criteria in selecting a provider of aerostructures. If an accident were to be caused by one of our components, or if we were to otherwise fail to maintain a satisfactory record of safety and reliability, our ability to retain and attract customers could be materially adversely affected.

Our business could be materially adversely affected by product warranty obligations.

Our operations expose us to potential liability for warranty claims made by customers or third parties with respect to aircraft components that have been designed, manufactured, or serviced by us or our suppliers. Material product warranty obligations could have a material adverse effect on our business, financial condition and results of operations.

Because we depend on Boeing and, to a lesser extent, Airbus, as our largest customers, our sales, cash flows from operations and results of operations will be negatively affected if either Boeing or Airbus reduces the number of products it purchases from us or if either experiences business difficulties.

Currently, Boeing is our largest customer and Airbus is our second-largest customer. For the twelve months ended December 31, 2013, approximately 84% and 10%, and for the six months ended July 3, 2014, approximately 84% and 10%, of our net revenues were generated from sales to Boeing and Airbus, respectively. Although our strategy, in part, is to diversify our customer base by entering into supply arrangements with additional customers, we cannot give any assurance that we will be successful in doing so. Even if we are successful in obtaining and retaining new customers, we expect that Boeing and, to a lesser extent, Airbus, will continue to account for a substantial portion of our sales for the foreseeable future. Although we are a party to various supply contracts with Boeing and Airbus which obligate Boeing and Airbus to purchase all of their requirements for certain products from us, those agreements generally do not require specific minimum purchase volumes.

In addition, if we breach certain obligations under these supply agreements and Boeing or Airbus exercises its right to terminate such agreements, our business will be materially adversely affected. Further, if we are unable to perform our obligations under these supply agreements to the customer s satisfaction, Boeing and Airbus could seek damages from us, which could materially adversely affect our business. Boeing and Airbus also have the contractual right to cancel their supply agreements with us for convenience, which could include the termination of one or more aircraft models or programs for which we supply products. Although Boeing and Airbus would be required to reimburse us for certain expenses, there can be no assurance these payments would adequately cover our expenses or lost profits resulting from the termination. In addition, we have agreed to a limitation on recoverable damages if Boeing wrongfully terminates our main supply agreement with respect to any model or program. If this occurs, we may not be able to recover the full amount of our actual damages. Furthermore, if Boeing or Airbus (1) experiences a decrease in requirements for the products which we supply to it; (2) experiences a major disruption in its business, such as a strike, work stoppage or slowdown, a supply-chain problem or a decrease in orders from its customers; or (3) files for bankruptcy protection; our business, financial condition and results of operations could be materially adversely affected.

Our largest customer, Boeing, operates in a very competitive business environment.

Boeing operates in a highly competitive industry. Competition from Airbus, Boeing s main competitor, as well as from regional jet makers and other foreign manufacturers of commercial single-aisle aircraft, has intensified as these competitors expand aircraft model offerings and competitively price their products. As a result of this competitive environment, Boeing continues to face pressure on product offerings and sale prices. While we do have supply agreements with Airbus, we currently have substantially more business with Boeing and thus any adverse effect on Boeing s production of aircraft resulting from this competitive environment may have a material adverse effect on our business, financial condition and results of operations.

Our business depends, in large part, on sales of components for a single aircraft program, the B737.

For the twelve months ended December 31, 2013 and the six months ended July 3, 2014, approximately 46% and 45% of our net revenues were generated from sales of components to Boeing for the B737 aircraft, respectively. While we have entered into long-term supply agreements with Boeing to continue to provide components for the B737 for the life of the aircraft program, including commercial and the military P-8A Poseidon derivatives, Boeing does not have any obligation to purchase components from us for any replacement for the B737 that is not a commercial derivative model. If we were unable to obtain significant aerostructures supply business for any B737 replacement program, our business, financial condition and results of operations could be materially adversely affected.

Our business depends, in part, on securing work for replacement programs.

While we have entered into long-term supply agreements with Boeing to provide components for the B737, B747, B767 and B777 and their commercial derivatives for the life of these aircraft programs, Boeing does not have any obligation to purchase components from us for any subsequent variant of these aircraft that is not a commercial derivative as defined by the Supply Agreement. Boeing has publicly announced its intention to update the B777 with a next-generation twin-engine aircraft program currently named the Boeing 777X. If the changes to the aircraft are later deemed significant enough to disqualify it as a commercial derivative for the B777 under the Supply Agreement, or Boeing successfully establishes it is not capable of being FAA certificated by an amendment to an existing Type Certificate through addition of a minor model or by a

Supplemental Type Certificate, there is a risk that we may not be engaged by Boeing on the B777X to generally the same extent of Spirit s involvement in the B777, or at all. If we are unable to obtain significant aerostructures supply business for any update or replacement program for the B777 or any other aircraft program for which we provide significant content, our business, financial condition and results of operations could be materially adversely affected.

We may be required to repay Boeing up to approximately $578.9 million of advance payments related to the B787 Supply Agreement. The advances must be repaid in the event that Boeing does not take delivery of a sufficient number of ship sets prior to the termination of the aircraft program.

In December 2010, Spirit and Boeing entered into a memorandum of agreement and a settlement agreement regarding certain claims associated with the development and production of the B787 airplane. As part of these agreements, Spirit received a payment in December 2010, which was recorded as deferred revenue (short-term) within the consolidated balance sheet pending finalization of a contract amendment which would contain the final settlement terms.

On May 12, 2011, Boeing and Spirit entered into the B787 Amendment, which finalized the provisions of the memorandum of agreement. Based on the terms of the B787 Amendment, the payment received by Spirit in December 2010 was reclassified from deferred revenue to revenue, and certain advance payments received by Spirit were also reclassified to revenue. The B787 Amendment also spread out repayment of a $700.0 million cash advance made by Boeing to Spirit in 2007 to be offset against the purchase price of the first 1,000 B787 ship sets delivered to Boeing, instead of the first 500 ship sets. On April 8, 2014, the parties agreed to suspend advance repayments for a period of twelve months beginning April 1, 2014, which repayments will be offset against the purchase price for ship set 1,001 and beyond.

In the event Boeing does not take delivery of a sufficient number of ship sets to repay the full amount of advances prior to the termination of the B787 program or the B787 Supply Agreement, any advances not then repaid will be applied against any outstanding payments then due by Boeing to us, and any remaining balance will be repaid in annual installments of $42.0 million on December 15th of each year until the advance payments have been fully recovered by Boeing.

Accordingly, portions of the advance repayment liability are included as current and long-term liabilities in our consolidated balance sheet. As of July 3, 2014, the amount of advance payments and deferred revenue received by us from Boeing under the B787 Supply Agreement and not yet repaid or recognized as revenue was approximately $578.9 million.

We may be required to repay Airbus up to approximately $235.2 million of advance payments. The advances must be repaid in the event that Airbus does not take delivery of a sufficient number of ship sets prior to the date set out in the advance agreement.

In February 2012, Spirit and Airbus entered into an agreement whereby Spirit received a series of payments totaling $250.0 million, which were recorded as advance payments within our consolidated balance sheet.

The agreement provides for repayment of the $250.0 million in cash advances made by Airbus to be offset against the purchase price of the first 200 Section 15 A350 XWB ship sets delivered to Airbus prior to December 31, 2017. If in the course of 2015, Airbus, in its reasonable opinion, anticipates 200 units will not be ordered and paid for by the end of 2017, both Airbus and Spirit will agree in the first quarter of 2016 on a revised repayment amount to ensure the entire advance is repaid prior to December 31, 2017. In no circumstance would the repayment amount exceed the recurring price of each ship set.

Portions of the advance repayment liability are included as current and long-term liabilities in our consolidated balance sheet. As of July 3, 2014, the amount of advance payments received by us from Airbus under the advance agreement for the A350 XWB and not yet repaid or recognized as revenue was approximately $235.2 million.

The profitability of certain of our new and maturing programs depends significantly on the assumptions surrounding satisfactory settlement of claims and assertions.

For certain of our new and maturing programs, we regularly commence work or incorporate customer requested changes prior to negotiating pricing terms for engineering work or the product which has been modified. We typically have the legal right to negotiate pricing for customer directed changes. In those cases, we assert to our customers our contractual rights to obtain the additional revenue or cost reimbursement we expect to receive upon finalizing pricing terms. An expected recovery value of these assertions is incorporated into our contract profitability estimates when applying contract accounting. Our inability to recover these expected values, among other factors, could result in the recognition of a forward loss on these programs and could have a material adverse effect on our results of operations.

For the G650 program, we currently have $135.1 million of accounts receivable that are related to Gulfstream short-paid invoices for deliveries from 2010 through the end of the third quarter of 2013, the period through which these incomplete payments continued. In August, 2013, we instituted a demand for arbitration against Gulfstream, seeking damages from Gulfstream for the incomplete payments, as well as other damages and relief. Gulfstream counterclaimed against Spirit in the arbitration, seeking liquidated damages for delayed deliveries of wings, as well as other damages and relief. While we believe that the short-paid amount is collectible, if we are unable to collect this amount or if it becomes part of an overall settlement or arbitration award, recognition of additional forward losses on the G650 program could be required and the future cash flows of the Company could be significantly impacted.

We face risks as we work to successfully execute on new or maturing programs.

New or maturing programs with new technologies typically carry risks associated with design responsibility, development of new production tools, hiring and training of qualified personnel, increased capital and funding commitments, ability to meet customer specifications, delivery schedules and unique contractual requirements, supplier performance, ability of the customer to meet its contractual obligations to us, and our ability to accurately estimate costs associated with such programs. In addition, any new or maturing aircraft program may not generate sufficient demand or may experience technological problems or significant delays in the regulatory certification or manufacturing and delivery schedule. If we were unable to perform our obligations under new or maturing programs to the customer s satisfaction or manufacture products at our estimated costs, if we were to experience unexpected fluctuations in raw material prices or supplier problems leading to cost overruns, if we were unable to successfully perform under revised design and manufacturing plans or successfully resolve claims and assertions, or if a new or maturing program in which we had made a significant investment was terminated or experienced weak demand, delays or technological

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problems, our business, financial condition and results of operations could be materially adversely affected. Some of these risks have affected our maturing programs to the extent that we have recorded significant forward losses and maintain certain of our maturing programs at zero or low margins due to our inability to overcome the effects of these risks. We continue to face similar risks as well as the potential for default, quality problems, or inability to meet weight requirements and these could result in continued zero or low margins or additional forward losses, and the risk of having to write-off additional inventory if it were deemed to be unrecoverable over the life of the program. In addition, beginning new work on existing programs also carries risks associated with the transfer of technology, knowledge and tooling.

In order to perform on new or maturing programs we may be required to construct or acquire new facilities requiring additional up-front investment costs. In the case of significant program delays and/or program cancellations, we could be required to bear certain unrecoverable construction and maintenance costs and incur potential impairment charges for the new facilities. Also, we may need to expend additional resources to determine an alternate revenue-generating use for the facilities. Likewise, significant delays in the construction or acquisition of a plant site could impact production schedules.

We use estimates in accounting for revenue and cost for our contract blocks. Changes in our estimates could adversely affect our future financial performance.

The Company recognizes revenue under the contract method of accounting and estimates revenue and cost for contract blocks that span a period of multiple years. The contract method of accounting requires judgment on a number of underlying assumptions to develop our estimates. Due to the significant length of time over which revenue streams are generated, the variability of future period estimated revenue and cost may be adversely affected if circumstances or underlying assumptions change. For additional information on our accounting policies for recognizing revenue and profit, please see our discussion under Management s Discussion and Analysis Critical Accounting Policies in our 2013 10-K, which is incorporated by reference in this prospectus.

Additionally, variability of future period estimated revenue and cost may result in recording additional valuation allowances against future deferred tax assets, which could adversely affect our future financial performance.

Our operations depend on our ability to maintain continuing, uninterrupted production at our manufacturing facilities. Our production facilities are subject to physical and other risks that could disrupt production.

Our manufacturing facilities could be damaged or disrupted by a natural disaster, war, terrorist activity or sustained mechanical failure. Although we have obtained property damage and business interruption insurance, a major catastrophe, such as a fire, flood, tornado or other natural disaster at any of our sites, war or terrorist activities in any of the areas where we conduct operations or the sustained mechanical failure of a key piece of equipment could result in a prolonged interruption of all or a substantial portion of our business. Any disruption resulting from these events could cause significant delays in shipments of products and the loss of sales and customers and we may not have insurance to adequately compensate us for any of these events. A large portion of our operations takes place at one facility in Wichita, Kansas and any significant damage or disruption to this facility in particular would materially adversely affect our ability to service our customers.

We have announced that we are conducting a process to divest our Oklahoma facilities, which could disrupt our business, involve increased expenses and present risks not contemplated at the time of the divestiture.

As previously announced, we are conducting a process to sell our Oklahoma facilities. Certain of our maturing programs, including the Gulfstream G280 and G650 wing and the B787 wing programs, are produced at these facilities. We may ultimately decide to sell only a portion of, or certain programs produced at, our Oklahoma facilities, to sell separate portions and/or programs to different buyers, or to retain the facilities in their entirety. We are currently engaged in discussions with potential buyers that could result in a transaction for certain of these programs that generate negative cash flow to us on terms that reflect the impact on a buyer and the benefit to us of a buyer assuming our obligations under these programs. There can be no assurance that any sale of all or any portion of our Oklahoma sites will be completed in a timely manner, on a cost-effective basis, on terms favorable to us, or at all. A significant divestiture such as this typically entails numerous potential risks, including:

- diversion of resources and management s attention from the operation of the business;
- loss of key employees following such a transaction;
- insufficient proceeds to offset transaction related expenses;
- negative effects on our reported results of operations from disposition-related charges, amortization expenses related to intangibles, charges for impairment of long-term assets;
- difficulties in the separation of operations, services, products and personnel;
- the need to agree to retain or assume certain or future liabilities in order to complete the divestiture; and
- damage to our existing customer, supplier and other business relationships.

Furthermore, the pursuit of any such transaction may require the expenditure of substantial legal and other fees, which may be incurred whether or not a transaction is consummated. As a result of the aforementioned risks, among others, the pursuit of the divestiture may not lead to increased stockholder value.

We actively consider other divestitures from time to time. If we decide to pursue any other divestiture, it may involve numerous potential risks, including those described above.

Future commitments to our customers to increase production rates depend on our ability to expand production at our manufacturing facilities.

Boeing and Airbus, our two largest customers, have both announced planned production rate increases for several of their major programs. In some cases, in order to meet these increases in production rates, we will need to make significant capital expenditures to expand our capacity and improve our performance. While some of these expenditures will be reimbursed by our customers, we could be required to bear a

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significant portion of the costs. In addition, the increases in production rates could cause disruptions in our manufacturing lines, which could materially adversely impact our ability to meet our commitments to our customers, and have a resulting adverse effect on our financial condition and results of operations.

We operate in a very competitive business environment.

Competition in the aerostructures segment of the aerospace industry is intense. Although we have entered into supply agreements with Boeing and Airbus under which we are their exclusive supplier for certain aircraft parts, we will face substantial competition from both OEMs and non-OEM aerostructures suppliers in trying to expand our customer base and the types of parts we make.

OEMs may choose not to outsource production of aerostructures due to, among other things, their own direct labor and other overhead considerations and capacity utilization at their own facilities. Consequently, traditional factors affecting competition, such as price and quality of service, may not be significant determinants when OEMs decide whether to produce a part in-house or to outsource.

Our principal competitors among non-OEM aerostructures suppliers are Aircelle S.A., Fuji Heavy Industries, Ltd., GKN Aerospace, Kawasaki Heavy Industries, Inc., Mitsubishi Heavy Industries, Sonaca, Triumph Group, Inc., Latecoere S.A., and Nexcelle. Some of our competitors have greater resources than we do and, therefore, may be able to adapt more quickly to new or emerging technologies and changes in customer requirements, or devote greater resources to the promotion and sale of their products than we can. Providers of aerostructures have traditionally competed on the basis of cost, technology, quality and service. We believe that developing and maintaining a competitive advantage will require continued investment in product development, engineering, supply-chain management and sales and marketing, and we may not have enough resources to make such investments. For these reasons, we may not be able to compete successfully in this market or against our competitors, which could have a material adverse effect on our business, financial condition and results of operations.

High switching costs may substantially limit our ability to obtain business that is currently under contract with other suppliers.

Once a contract is awarded by an OEM to an aerostructures supplier, the OEM and the supplier are typically required to spend significant amounts of time and capital on design, manufacture, testing and certification of tooling and other equipment. For an OEM to change suppliers during the life of an aircraft program, further testing and certification would be necessary, and the OEM would be required either to move the tooling and equipment used by the existing supplier for performance under the existing contract, which may be expensive and difficult (or impossible), or to manufacture new tooling and equipment. Accordingly, any change of suppliers would likely result in production delays and additional costs to both the OEM and the new supplier. These high switching costs may make it more difficult for us to bid competitively against existing suppliers and less likely that an OEM will be willing to switch suppliers during the life of an aircraft program, which could materially adversely affect our ability to obtain new work on existing aircraft programs.

Increases in labor costs, potential labor disputes and work stoppages at our facilities or the facilities of our suppliers or customers could materially adversely affect our financial performance.

Our financial performance is affected by the availability of qualified personnel and the cost of labor. A majority of our workforce is represented by unions. If our workers were to engage in a strike, work stoppage or other slowdown, we could experience a significant disruption of our operations, which could cause us to be unable to deliver products to our customers on a timely basis and could result in a breach of our supply agreements. This could result in a loss of business and an increase in our operating expenses, which could have a material adverse effect on our business, financial condition and results of operations. In addition, our non-unionized labor force may become subject to labor union organizing efforts, which could cause us to incur additional labor costs and increase the related risks that we now face.

We have agreed with Boeing to continue to operate substantial manufacturing operations in Wichita, Kansas until at least June 16, 2015 and we have other commitments to keep major programs in Wichita until 2020 in certain circumstances. This may prevent us from being able to offer our products at prices that are competitive in the marketplace and could have a material adverse effect on our ability to generate new business.

In addition, many aircraft manufacturers, airlines and aerospace suppliers have unionized work forces. Any strikes, work stoppages or slowdowns experienced by aircraft manufacturers, airlines or aerospace suppliers could reduce our customers demand for additional aircraft structures or prevent us from completing production of our aircraft structures.

Our business may be materially adversely affected if we lose our government, regulatory or industry approvals, if more stringent government regulations are enacted, or if industry oversight is increased.

The Federal Aviation Administration (FAA) prescribes standards and qualification requirements for aerostructures, including virtually all commercial airline and general aviation products, and licenses component repair stations within the United States. Comparable agencies, such as the Joint Aviation authorities (JAA) in Europe, regulate these matters in other countries. If we fail to qualify for or obtain a required license for one of our products or services or lose a qualification or license previously granted, the sale of the subject product or service would be prohibited by law until such license is obtained or renewed and our business, financial condition and results of operations could be materially adversely affected. In addition, designing new products to meet existing regulatory requirements and retrofitting installed products to comply with new regulatory requirements can be expensive and time consuming.

From time to time, the FAA, the JAA or comparable agencies propose new regulations or changes to existing regulations. These changes or new regulations generally increase the costs of compliance. To the extent the FAA, the JAA or comparable agencies implement regulatory changes, we may incur significant additional costs to achieve compliance.

In addition, certain aircraft repair activities we intend to engage in may require the approval of the aircraft s OEM. Our inability to obtain OEM approval could materially restrict our ability to perform such aircraft repair activities.

Our business is subject to regulation in the United States and internationally.

The manufacturing of our products is subject to numerous federal, state and foreign governmental regulations. The number of laws and regulations that are being enacted or proposed by state, federal and international governments and authorities are increasing. Compliance with these regulations is difficult and expensive. If we fail to adhere, or are alleged to have failed to adhere, to any applicable federal, state or

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foreign laws or regulations, or if such laws or regulations negatively affect sales of our products, our business, prospects, results of operations, financial condition or cash flows may be adversely affected. In addition, our future results could be adversely affected by changes in applicable federal, state and foreign laws and regulations, or the interpretation or enforcement thereof, including those relating to manufacturing processes, product liability, trade rules and customs regulations, intellectual property, consumer laws, privacy laws, as well as accounting standards and taxation requirements (including tax-rate changes, new tax laws and revised tax law interpretations).

We are subject to regulation of our technical data and goods under U.S. export control laws.

As a manufacturer and exporter of defense and dual-use technical data and commodities, we are subject to U.S. laws and regulations governing international trade and exports, including, but not limited to, the International Traffic in Arms Regulations, administered by the U.S. Department of State, and the Export Administration Regulations, administered by the U.S. Department of Commerce. Collaborative agreements that we may have with foreign persons, including manufacturers and suppliers, are also subject to U.S. export control laws. In addition, we are subject to trade sanctions against embargoed countries, administered by the Office of Foreign Assets Control within the U.S. Department of the Treasury.

A determination that we have failed to comply with one or more of these export controls or trade sanctions could result in civil or criminal penalties, including the imposition of fines upon us as well as the denial of export privileges and debarment from participation in U.S. government contracts. Additionally, restrictions may be placed on the export of technical data and goods in the future as a result of changing geopolitical conditions. Any one or more of such sanctions could have a material adverse effect on our business, financial condition and results of operations.

We are subject to environmental, health and safety regulations and our ongoing operations may expose us to related liabilities.

Our operations are subject to extensive regulation under environmental, health and safety laws and regulations in the United States and other countries in which we operate. We may be subject to potentially significant fines or penalties, including criminal sanctions, if we fail to comply with these requirements. We have made, and will continue to make, significant capital and other expenditures to comply with these laws and regulations. We cannot predict with certainty what environmental legislation will be enacted in the future or how existing laws will be administered or interpreted. Our operations involve the use of large amounts of hazardous substances and regulated materials and generate many types of wastes, including emissions of hexavalent chromium and volatile organic compounds, and so-called greenhouse gases such as carbon dioxide. Spills and releases of these materials may subject us to clean-up liability for remediation and claims of alleged personal injury, property damage and damage to natural resources, and we may become obligated to reduce our emissions of hexavalent chromium, volatile organic compounds and/or greenhouse gases. We cannot give any assurance that the aggregate amount of future remediation costs and other environmental liabilities will not be material.

Boeing, our predecessor at the Wichita facility, is under an administrative consent order issued by the Kansas Department of Health and Environment to contain and remediate contaminated groundwater, which underlies a majority of our Wichita facility. Pursuant to this order and its agreements with us, Boeing has a long-term remediation plan in place, and treatment, containment and remediation efforts are underway. If Boeing does not comply with its obligations under the order and these agreements, we may be required to undertake such efforts and make material expenditures.

In connection with the BAE Acquisition, we acquired a manufacturing facility in Prestwick, Scotland that is adjacent to contaminated property retained by BAE Systems. The contaminated property may be subject to a regulatory action requiring remediation of the land. It is also possible that the contamination may spread into the property we acquired. BAE Systems has agreed to indemnify us, subject to certain contractual limitations and conditions, for certain clean up costs and other losses, liabilities, expenses and claims related to existing pollution on the acquired property, existing pollution that migrates from the acquired property to a third party s property and any pollution that migrates to our property from property retained by BAE Systems. If BAE Systems does not comply with its obligations under the BAE Acquisition agreement, we may be required to undertake such efforts and make material expenditures.

In the future, contamination may be discovered at or emanating from our facilities or at off-site locations where we send waste. The remediation of such newly discovered contamination, related claims for personal injury or damages, or the enactment of new laws or a stricter interpretation of existing laws, may require us to make additional expenditures, some of which could be material. See Business Environmental Matters in our 2013 10-K.

New regulations related to conflict minerals have and will continue to force us to incur additional expenses, may make our supply chain more complex, and could adversely impact our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 contains provisions to improve transparency and accountability concerning the supply of certain minerals and metals, known as conflict minerals, originating from the Democratic Republic of Congo (DRC) and adjoining countries. As a result, in August 2012, the SEC adopted annual investigation, disclosure and reporting requirements for those companies that manufacture or contract to manufacture products that contain conflict minerals that originated from the DRC or adjoining countries. Our initial report was filed on June 2, 2014 (with respect to 2013). As a result of these requirements, we have and will continue to incur compliance costs, including costs related to determining the sources of conflict minerals used in our products and other potential changes to processes or sources of supply as a consequence of such verification activities. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in certain of our products. As there may be only a limited number of suppliers offering conflict minerals from sources outside of the DRC or adjoining countries or that have been independently verified as not funding armed conflict in those countries, we cannot be sure that we will be able to obtain such verified minerals from such suppliers in sufficient quantities or at competitive prices. Also, we may face reputational challenges if we are unable to sufficiently verify the origins of all necessary conflict minerals used in our products through the procedures we may implement, or if we cannot satisfy any customers who require that all of the components of our products be certified as conflict free . If we are not able to meet such customer requirements, customers may choose to disqualify us as a supplier and we may have to write off inventory in the event that it cannot be sold. We may face similar risks in connection with any other regulations focusing on social responsibility or ethical sourcing that may be adopted in the future.

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Significant consolidation in the aerospace industry could make it difficult for us to obtain new business.

Suppliers in the aerospace industry have consolidated and formed alliances to broaden their product and integrated system offerings and achieve critical mass. This supplier consolidation is in part attributable to aircraft manufacturers more frequently awarding long-term sole-source or preferred supplier contracts to the most capable suppliers, thus reducing the total number of suppliers. If this consolidation were to continue, it may become more difficult for us to be successful in obtaining new customers.

We may be materially adversely affected by high fuel prices.

Due to the competitive nature of the airline industry, airlines are often unable to pass on increased fuel prices to customers by increasing fares. Fluctuations in the global supply of crude oil and the possibility of changes in government policy on jet fuel production, transportation and marketing make it difficult to predict the future availability of jet fuel. In the event there is an outbreak or escalation of hostilities or other conflicts, or significant disruptions in oil production or delivery in oil-producing areas or elsewhere, there could be reductions in the production or importation of crude oil and significant increases in the cost of fuel. If there were major reductions in the availability of jet fuel or significant increases in its cost, the airline industry and, as a result, our business, could be materially adversely affected.

Interruptions in deliveries of components or raw materials, or increased prices for components or raw materials used in our products could delay production and/or materially adversely affect our financial performance, profitability, margins and revenues.

We are highly dependent on the availability of essential materials and purchased components from our suppliers, some of which are available only from a sole source or limited sources. Our dependency upon regular deliveries from particular suppliers of components and raw materials means that interruptions or stoppages in such deliveries could materially adversely affect our operations until arrangements with alternate suppliers, to the extent alternate suppliers exist, could be made. If any of our suppliers were unable or were to refuse to deliver materials to us for an extended period of time, or if we were unable to negotiate acceptable terms for the supply of materials with these or alternative suppliers, our business could suffer.

Moreover, we are dependent upon the ability of our suppliers to provide materials and components that meet specifications, quality standards and delivery schedules. Our suppliers failure to provide expected raw materials or component parts that meet our technical specifications could adversely affect production schedules and contract profitability. We may not be able to find acceptable alternatives, and any such alternatives could result in increased costs for us and possible forward losses on certain contracts. Even if acceptable alternatives are found, the process of locating and securing such alternatives might be disruptive to our business and might lead to termination of our supply agreements with our customers.

Our continued supply of materials is subject to a number of risks including:

- the destruction of or damage to our suppliers facilities or their distribution infrastructure;

- a work stoppage or strike by our suppliers employees;
- the failure of our suppliers to provide materials of the requisite quality or in compliance with specifications;
- the failure of essential equipment at our suppliers plants;
- the failure of our suppliers to satisfy U.S. and international import and export control laws for goods that we purchase from such suppliers;
- the failure of our suppliers to meet regulatory standards;
- the failure, shortage or delay in the delivery of raw materials to our suppliers;
- contractual amendments and disputes with our suppliers; and
- inability of our suppliers to perform as a result of the weakened global economy or otherwise.

In addition, our profitability is affected by the prices of the components and raw materials, such as titanium, aluminum and carbon fiber, used in the manufacturing of our products. These prices may fluctuate based on a number of factors beyond our control, including world oil prices, changes in supply and demand, general economic conditions, labor costs, competition, import duties, tariffs, currency exchange rates and, in some cases, government regulation. Although our supply agreements with Boeing and Airbus allow us to pass on to our customers certain unusual increases in component and raw material costs in limited situations, we may not be fully compensated by the customers for the entirety of any such increased costs.

In order to be successful, we must attract, retain, train, motivate, develop and transition key employees, and failure to do so could harm our business.

In order to be successful, we must attract, retain, train, motivate, develop and transition qualified executives and other key employees, including those in managerial, manufacturing and engineering positions. Identifying, developing internally or hiring externally, training and retaining qualified executives and engineers are critical to our future, and competition for experienced employees in the aerospace industry and in particular, Wichita, Kansas where the majority of our manufacturing and executive offices are located, can be intense. In order to attract and retain executives and other key employees in a competitive marketplace, we must provide a competitive compensation package, including cash- and share-based compensation. Our share-based incentive awards consist primarily of restricted stock grants, some of which are conditioned on our achievement of certain designated financial performance targets, which makes the size of a particular year s award uncertain. If employees do not receive share-based incentive awards with a value they anticipate, if our share-based compensation otherwise ceases to be viewed as a valuable benefit, if our total compensation package is not viewed as being competitive, or if we do not obtain the shareholder approval needed to continue granting share-based incentive awards in the amounts we believe are necessary, our ability to attract, retain, and motivate executives and key employees could be weakened. The failure to successfully hire executives and key employees or the loss of any executives and key employees could have a significant impact on our operations. Further, changes in our management team may be disruptive to our business and any failure to successfully transition and assimilate key new hires or promoted employees could adversely affect our business and results of operations.

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We are subject to the requirements of the National Industrial Security Program Operating Manual (NISPOM) for our Facility Security Clearance (FCL), which is a prerequisite for our ability to perform on classified contracts for the U.S. Government.

A Department of Defense (DOD) FCL is required for a company to be awarded and perform on classified contracts for the DOD and certain other agencies of the U.S. Government. From time to time we have performed and may perform on classified contracts, although we did not generate any revenues from classified contracts for the twelve months ended December 31, 2013 or the six months ended July 3, 2014. We have obtained an FCL at the Secret level. Due to the fact that more than 50% of our voting power had previously been controlled by a non-U.S. entity (Onex), we have historically been required to operate in accordance with the terms and requirements of our Special Security Agreement (SSA) with the DOD. Even though Onex no longer controls 50% of our voting power, following the completion of the June 4, 2014 and August 13, 2014 secondary offerings, we expect our SSA will remain in effect for a period of time. If we were to violate the terms and requirements of our SSA, the NISPOM, or any other applicable U.S. Government industrial security regulations, we could lose our FCL. We cannot give any assurance that we will be able to maintain our FCL. If for some reason our FCL is invalidated or terminated, we may not be able to continue to perform under our classified contracts in effect at that time, and we would not be able to enter into new classified contracts, which could adversely affect our revenues.

We derive a significant portion of our net revenues from direct and indirect sales outside the United States and are subject to the risks of doing business in foreign countries.

We derive a significant portion of our revenues from sales by Boeing and Airbus to customers outside the United States. For the fiscal year ended December 31, 2013 and the six months ended July 3, 2014, direct sales to our non-U.S. customers accounted for approximately 13% and 12% of our net revenues, respectively. We expect that our and our customers international sales will continue to account for a significant portion of our net revenues for the foreseeable future. As a result, we are subject to risks of doing business internationally, including:

- changes in regulatory requirements;
- domestic and foreign government policies, including requirements to expend a portion of program funds locally and governmental industrial cooperation requirements;
- fluctuations in foreign currency exchange rates;
- the complexity and necessity of using foreign representatives and consultants;
- uncertainties and restrictions concerning the availability of funding credit or guarantees;

- imposition of tariffs and embargos, export controls and other trade restrictions;

- the difficulty of management and operation of an enterprise spread over various countries;

- compliance with a variety of foreign laws, as well as U.S. laws affecting the activities of U.S. companies abroad, including the Foreign Corrupt Practices Act, the U.K. Bribery Act and other applicable anti-bribery laws; and

- economic and geopolitical developments and conditions, including international hostilities, acts of terrorism and governmental reactions, inflation, trade relationships and military and political alliances.

While these factors and the effect of these factors are difficult to predict, adverse developments in one or more of these areas could materially adversely affect our business, financial condition and results of operations in the future.

Our fixed-price contracts and requirements to re-negotiate pricing at specified times may commit us to unfavorable terms.

We provide most of our products and services through long-term contracts in which the pricing terms are fixed based on certain production volumes. Accordingly, there is the risk that we will not be able to sustain a cost structure that is consistent with assumptions used in bidding on contracts. Increased or unexpected costs may reduce our profit margins or cause us to sustain losses on these contracts. Other than certain increases in raw material costs which can be passed on to our customers in most instances, we must fully absorb cost overruns, notwithstanding the difficulty of estimating all of the costs we will incur in performing these contracts and in projecting the ultimate level of sales that we may achieve. Our failure to anticipate technical problems, estimate delivery reductions, estimate costs accurately or control costs during performance of a fixed-price contract may reduce the profitability of a contract or cause a loss.

This risk particularly applies to products such as the Boeing B787, for which we had delivered 228 production articles as of July 3, 2014 since the inception of the program, and in respect of which our performance at the contracted price depends on our being able to achieve production cost reductions as we gain production experience although Spirit can recoup from Boeing half of any overruns within a certain percentage of shipset prices. When we negotiated the B787-8 pricing under the B787 Amendment, we assumed that a contractually mandated joint-effort by Boeing and Spirit to reduce costs and increase production efficiency, as well as favorable trends in volume, learning curve efficiencies and future pricing from suppliers would reduce our production costs over the life of the B787 program, thus maintaining or improving our margin on each B787 we produced. Pricing for the initial configuration of the B787-8 is generally established through 2021, with prices decreasing as cumulative volume levels are achieved. Prices are subject to adjustment for abnormal inflation (above a specified level in any year) and for certain production, schedule and other specific changes. The B787 Supply Agreement provides that initial prices for the B787-9 and B787-10 are to be determined by a procedure set out in the B787 Supply Agreement, and to be documented by amendment once that amendment has been agreed to by the parties. The parties have engaged in discussions concerning how to determine initial B787-9 and B787-10 prices, and have not yet reached agreement. Our ability to obtain fair and equitable prices for subsequent models could impact the profitability of the overall program. Additionally, we cannot give any assurance that our development of new technologies or capabilities will be successful or that we will be able to reduce our B787 production costs over the life of the program. Our failure to reduce production costs or to obtain pricing as we have anticipated could result in the need to record additional forward losses for this program.

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Many of our other production cost estimates also contain pricing terms which anticipate cost reductions over time. In addition, although we have entered into these fixed price contracts with our customers, they may nonetheless seek to re-negotiate pricing with us in the future. Any such higher costs or re-negotiations could materially adversely affect our profitability, margins and revenues.

Certain of our long-term supply agreements provide for re-negotiation of established pricing terms at specified times. In particular, pricing terms under our supply agreement with Boeing for the B737, B747, B767 and B777 platforms, which accounted for 70% of our net revenues in 2013 and 65% in the six months ended July 3, 2014, expired in May 2013, thus activating interim pricing provisions under the Supply Agreement. On April 8, 2014, the parties agreed on pricing through December 31, 2015. We are required to negotiate the pricing beyond 2015 in good faith. Until we are able to agree upon future pricing, pricing beyond 2015 will be determined according to then-existing prices, adjusted using a quantity quantity-based price adjustment formula and specified annual escalation. If we agree on future pricing that provides us with operating margins that are lower than those which we currently experience, or if we are unable to agree on future pricing terms and the default pricing terms remain in effect for an extended period of time, our business, financial condition and results of operations could be materially adversely affected.

The outcome of litigation and of government inquiries and investigations involving our business is unpredictable and an adverse decision in any such matter could have a material effect on our financial position and results of operations.

We are involved in a number of litigation matters. These claims may divert financial and management resources that would otherwise be used to benefit our operations. No assurances can be given that the results of these matters will be favorable to us. An adverse resolution of any of these lawsuits could have a material impact on our financial position and results of operations. In addition, we are sometimes subject to government inquiries and investigations of our business due, among other things, to the heavily regulated nature of our industry and our participation on government programs. Any such inquiry or investigation could potentially result in an adverse ruling against us, which could have a material impact on our financial position and operating results.

If we are unable to protect our information technology infrastructure against service interruptions, data corruption, cyber-based attacks or network security breaches, our operations could be disrupted.

We rely on information technology networks and systems to manage and support a variety of business activities, including procurement and supply chain, engineering support, and manufacturing. Our information technology systems, some of which are managed by third-parties, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components thereof, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors or catastrophic events. In addition, security breaches could result in unauthorized disclosure of confidential information. If our information technology systems suffer severe damage, disruption or shutdown and our business continuity plans do not effectively resolve the issues in a timely manner, our manufacturing process could be disrupted resulting in late deliveries or even no deliveries if there is a total shutdown.

We are implementing new company-wide software systems, which could cause unexpected production or other delays.

We have recently implemented an Enterprise Resource Planning (ERP) software system in several of our facilities, and have begun implementation of other system upgrades and infrastructure changes. We plan to complete implementation of ERP software in all of our primary facilities over the next two years. Unexpected problems with these implementations could result in production or other delays.

We do not own most of the intellectual property and tooling used in our business.

Our business depends on using certain intellectual property and tooling that we have rights to use under license grants from Boeing. These licenses contain restrictions on our use of Boeing intellectual property and tooling and may be terminated if we default under certain of these restrictions. Our loss of license rights to use Boeing intellectual property or tooling would materially adversely affect our business. See Business Our Relationship with Boeing License of Intellectual Property in our 2013 Annual Report on Form 10-K, which is incorporated by reference in this prospectus. In addition to the licenses with Boeing, we license some of the intellectual property needed for performance under some of our supply contracts from our customers under those supply agreements. We must honor our contractual commitments to our customers related to intellectual property and comply with infringement laws governing our use of intellectual property. In the event we obtain new business from new or existing customers, we will need to pay particular attention to these contractual commitments and any other restrictions on our use of intellectual property to make sure that we will not be using intellectual property improperly in the performance of such new business. In the event we use any such intellectual property improperly, we could be subject to an infringement claim by the owner or licensee of such intellectual property.

In the future, our entry into new markets may require obtaining additional license grants from Boeing and/or from other third parties. If we are unable to negotiate additional license rights on acceptable terms (or at all) from Boeing and/or other third parties as the need arises, our ability to enter new markets may be materially restricted. In addition, we may be subject to restrictions in future licenses granted to us that may materially restrict our use of third party intellectual property.

Our success depends in part on the success of our research and development initiatives.

We spent approximately $34.7 million on research and development during the twelve months ended December 31, 2013 and $13.1 million during the six months ended July 3, 2014. Our expenditures on our research and development efforts may not create any new sales opportunities or increases in productivity that are commensurate with the level of resources invested.

We are in the process of developing specific technologies and capabilities in pursuit of new business and in anticipation of customers going forward with new programs. If any such programs do not go forward or are not successful, we may be unable to recover the costs incurred in anticipation of such programs and our profitability and revenues may be materially adversely affected.

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Any future business combinations, acquisitions, mergers, or joint ventures will expose us to risks, including the risk that we may not be able to successfully integrate these businesses or achieve expected operating synergies.

We actively consider strategic transactions from time to time. We evaluate acquisitions, joint ventures, alliances and co-production programs as opportunities arise, and we may be engaged in varying levels of negotiations with potential competitors at any time. We may not be able to effect transactions with strategic alliance, acquisition or co-production program candidates on commercially reasonable terms or at all. If we enter into these transactions, we also may not realize the benefits we anticipate. In addition, we may not be able to obtain additional financing for these transactions. The integration of companies that have previously been operated separately involves a number of risks, including, but not limited to:

- demands on management related to the increase in size after the transaction;
- the diversion of management s attention from the management of daily operations to the integration of operations;
- difficulties in the assimilation and retention of employees;
- difficulties in the assimilation of different cultures and practices, as well as in the assimilation of geographically dispersed operations and personnel, who may speak different languages;
- difficulties combining operations that use different currencies or operate under different legal structures;
- difficulties in the integration of departments, systems (including accounting systems), technologies, books and records and procedures, as well as in maintaining uniform standards, controls (including internal accounting controls), procedures and policies;
- compliance with the Foreign Corrupt Practices Act, the U.K. Bribery Act and other applicable anti-bribery laws; and
- constraints (contractual or otherwise) limiting our ability to consolidate, rationalize and/or leverage supplier arrangements to achieve integration.

Consummating any acquisitions, joint ventures, alliances or co-production programs could result in the incurrence of additional debt and related interest expense, as well as unforeseen contingent liabilities.

We could be required to make future contributions to our defined benefit pension and post-retirement benefit plans as a result of adverse changes in interest rates and the capital markets.

Our estimates of liabilities and expenses for pensions and other post-retirement benefits incorporate significant assumptions including the rate used to discount the future estimated liability, the long-term rate of return on plan assets and several assumptions relating to the employee workforce (salary increases, medical costs, retirement age and mortality). A dramatic decrease in the fair value of our plan assets resulting from movements in the financial markets may cause the status of our plans to go from an over-funded status to an under-funded status and result in cash funding requirements to meet any minimum required funding levels. Our results of operations, liquidity, or shareholders equity in a particular period could be affected by a decline in the rate of return on plan assets, the rate used to discount the future estimated liability, or changes in employee workforce assumptions.

We identified material weaknesses in our internal control over financial reporting.

A material weakness is a deficiency, or combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the company s annual or interim financial statements will not be prevented or detected on a timely basis. As of July 3, 2014, we concluded that we had material weaknesses in our internal control over financial reporting as described below:

- We did not maintain effective controls over the completeness, accuracy and valuation of inventory and cost of sales related to the Airbus A350 XWB Section 15 recurring program. Specifically, we did not maintain controls over the completeness and accuracy of the bill of materials used in the contract accounting estimate for this program. These controls were not designed effectively to ensure that the bill of materials used in the accounting estimates were accurate and provided a sound basis for estimating future costs. Although this material weakness did not result in a material misstatement of the Company s consolidated financial statements, the existence of the deficiency in our controls could result in an undetected material misstatement of the Company s consolidated financial statements.

- In addition, we did not maintain effective controls over the completeness, accuracy and valuation of inventory and cost of sales for the Gulfstream G280 and G650 programs. Specifically, controls over contract accounting estimates related to these programs were not operating effectively in order to ensure that (1) the bills of materials used in the accounting estimates were complete and provided a sound basis for estimating future costs; (2) the evaluation of current actual trends impacting prior estimates of supply chain and labor costs were identified and incorporated into the accounting estimates on a timely basis; and (3) the estimation of the number of production units used in the accounting estimates was accurate. This control deficiency resulted in audit adjustments to the cost of sales and inventory accounts and related financial disclosures within the Company s consolidated financial statements for the year ended December 31, 2012 and the condensed consolidated financial statements for the quarter ended June 27, 2013.

Because of these material weaknesses, management concluded that the Company did not maintain effective internal control over financial reporting as of July 3, 2014, based on criteria in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Our efforts to remediate the aforementioned deficiencies in internal control over financial reporting are described further in Item 4. Controls and Procedures in our 2014 Second Quarter 10-Q.

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While we believe that we have a plan to remediate these deficiencies, we cannot be certain that additional material weaknesses or significant deficiencies will not develop or be identified. We are in the process of remediating our internal control deficiencies over the cost estimation process for the G280 and G650 programs in Tulsa, Oklahoma and completeness, accuracy and valuation of inventory and cost of sales related to the A350 XWB Section 15 program in Kinston, North Carolina. Any failure to maintain adequate internal control over financial reporting or to implement required, new or improved controls, or difficulties encountered in their implementation could cause us to report additional material weaknesses or other deficiencies in our internal control over financial reporting and could result in a reasonable possibility of errors or misstatements in the consolidated financial statements that would be material.

Risk Factors Related to Our Capital Structure

Although we are no longer a controlled company within the meaning of the NYSE rules, we may continue to rely on exemptions from certain corporate governance requirements during a one-year transition period.

Following our completion of secondary stock offerings by Onex on June 10, 2014 and August 13, 2014, Onex and its affiliates no longer own any shares of our voting common stock. As a result, we no longer qualify as a controlled company within the meaning of the NYSE corporate governance standards. The NYSE rules require that we appoint a majority of independent directors to the Board of Directors within one year of the date we no longer qualified as a controlled company. The NYSE rules also require that we appoint at least one independent member to each of the compensation and nominating and governance committees prior to the date we no longer qualify as a controlled company, and that each such committee be composed of at least a majority of independent members within 90 days of such date and that each such committee be composed entirely of independent directors within one year of such date. During these transition periods, we may elect not to comply with certain NYSE corporate governance requirements, including:

- the requirement that we have a nominating and corporate governance committee that is composed entirely of independent directors; and

- the requirement that we have a compensation committee that is composed entirely of independent directors.

Accordingly, during these transition periods, our stockholders will not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements. See Corporate Governance and the Board of Directors - Director Independence and Corporate Governance and the Board of Directors - Committees of the Board in our Proxy Statement for our 2014 Annual Meeting of Stockholders, which is incorporated herein by reference.

Risk Factors Related to Investment in the Notes

Our substantial debt could adversely affect our financial condition and our ability to operate our business and prevent us from fulfilling our obligations under the notes. The terms of our senior secured credit facility and the indentures governing the notes and the 2020 notes impose significant operating and financial restrictions on our company and our subsidiaries, which could also adversely affect our operating

flexibility and put us at a competitive disadvantage by preventing us from capitalizing on business opportunities.

We now have and after completion of the offering of the Original Notes, the use of the net proceeds therefrom and the related transactions, will continue to have a substantial amount of debt, which requires significant interest and principal payments. After completion of the offering of the Original Notes and use of the net proceeds therefrom and the related transactions, as of July 3, 2014 we had approximately $1,160.3 million of total debt outstanding.

Specifically, the terms of our senior secured credit facility and the indentures governing the notes and the 2020 notes impose significant operating and financial restrictions on us and could have important consequences to the holders of the notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and our other debt;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, strategic acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our financial flexibility in planning for and reacting to changes in the industry in which we compete;
- placing us at a disadvantage compared to other, less leveraged competitors;
- having a material adverse effect on us if we fail to comply with the covenants in the indenture governing the notes or in the instruments governing our other debt; and
- increasing our cost of borrowing.

Our senior secured revolving credit facility, which matures on April 18, 2017, is a significant source of liquidity for our business. The failure to extend or renew this agreement could have a significant effect on our ability to invest sufficiently in our programs, fund day to day operations, or pursue strategic opportunities.

In addition, despite the restrictions and limitations described above, subject to the limits contained in the indenture governing the notes, the indenture governing the 2020 notes and our other debt instruments, we may be able to incur additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we incur additional debt, the risks related to our high level of debt could intensify. See Description of the Notes.

We may not be able to generate a sufficient amount of cash flow to meet our debt service obligations, including the notes.

Our ability to make scheduled payments or to refinance our obligations with respect to the notes and our other debt will depend on our financial and operating performance, which, in turn is subject to prevailing economic conditions and to certain financial, competitive, business and other factors, including the availability of financing in the banking and capital markets as well as the other risks described herein, beyond our control. If our cash flow and capital resources are insufficient to fund our debt service obligations, including the notes, and our other

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commitments, we could face substantial liquidity problems and may be forced to reduce or delay scheduled expansions and capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. In addition, we cannot assure you that our operating performance, cash flow and capital resources will be sufficient for payment of our debt in the future. At maturity, the entire outstanding principal of the notes will become due and payable by us. In addition, the indebtedness outstanding under the 2020 notes and our senior secured credit facility will also be due at the maturity of such indebtedness. We may not have sufficient funds to pay the principal of, or the premium (if any) or interest on, the notes or amounts due on our other debt. If we are unable to meet our debt obligations or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt, including the notes, which could cause us to default on our debt obligations and impair our liquidity. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants which could further restrict our business operations. In the event that we are required to dispose of material assets or operations or restructure our debt to meet our debt service and other obligations, we cannot provide assurance that we could effect any of these actions on a timely basis, on commercially reasonable terms or at all, or that these actions would be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt agreements may restrict us from effecting certain or any of these alternatives.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable; and
- we could be forced into bankruptcy or liquidation.

Our senior secured credit facility and the indentures governing the notes and the 2020 notes impose significant operating and financial restrictions on our company and our subsidiaries, which may prevent us from capitalizing on business opportunities.

Our senior secured credit facility and the indentures governing the notes and the 2020 notes impose significant operating and financial restrictions on us. These restrictions will limit our ability, among other things, to:

- incur additional debt or issue our preferred stock;
- pay dividends or make distributions to our stockholders;
- repurchase or redeem our capital stock;
- make investments;

- incur liens without granting equal and ratable liens to the holders of the notes;
- enter into transactions with our stockholders and affiliates;
- sell certain assets;
- acquire the assets of, or merge or consolidate with, other companies; and
- incur restrictions on the ability of our subsidiaries to make distributions or transfer assets to us.

As a result of these covenants and restrictions, we will be limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants. Furthermore, because the indenture governing the notes contains a cross-acceleration provision relating to all defaults (other than payment defaults) rather than a cross-default provision, a default (other than a payment default), under the agreements governing our other indebtedness may not result in a default under the indenture governing the notes. Furthermore, the indenture governing the notes contains a cross-default provision related to default payments in excess of a certain threshold. See Description of the Notes Events of Default.

Despite our debt levels, we may incur additional debt.

Despite the restrictions and limitations described above, we may be able to incur significant additional indebtedness. Our senior secured credit facility permits additional borrowings under certain circumstances and the indentures governing the notes and the 2020 notes permit the incurrence of additional indebtedness by us or our subsidiaries under certain circumstances. See Description of the Notes Certain Covenants. As of July 3, 2014, after completion of the offering of the Original Notes and use of the net proceeds therefrom and the related transactions, we had approximately $650 million of additional borrowings available to us under the revolving portion of our senior secured credit facility, subject to compliance with our financial and other covenants under the terms of such credit facility.

The notes are unsecured and effectively subordinated to all of our secured debt.

The notes will not be secured by any of our assets or the assets of our subsidiaries. The payment of our senior secured credit facility is secured by a security interest in substantially all of our assets and the assets of Spirit and our U.S. subsidiaries, including equipment, inventory and certain intangible assets, a pledge of the capital stock of substantially all of our U.S. subsidiaries and a portion of the capital stock of our non-U.S. subsidiaries. If we become insolvent or are liquidated, or if payment under our existing senior secured credit facility or any other secured debt obligation that we may have from time to time is accelerated, our secured lenders would be entitled to exercise the remedies available to a secured lender under applicable law and will have a claim on those assets before the holders of the notes. As a result, the notes are effectively subordinated to our secured debt to the extent of the assets securing such debt in the event of our bankruptcy or liquidation. As of July 3, 2014, after completion of the offering of the Original Notes and use of the net proceeds therefrom and the related transactions, we had approximately $537.1 million of secured debt. The indenture governing the notes permits the incurrence of substantial additional indebtedness by us in the future, including secured indebtedness. Any secured indebtedness incurred ranked senior to the notes to the extent of the value of the assets securing such indebtedness.

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Our ability to meet our obligations under our indebtedness depends in part on the earnings and cash flows of Spirit s subsidiaries and the ability of Spirit s subsidiaries to pay dividends or advance or repay funds to Spirit.

We conduct a portion of our operations through Spirit s subsidiaries, some of which have not guaranteed the notes. Consequently, our ability to service our debt is dependent, in part, upon the earnings from the businesses conducted by Spirit s subsidiaries. Spirit s subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts to Spirit, whether by dividends, loans, advances or other payments. The ability of Spirit s subsidiaries to pay dividends and make other payments to Spirit depends on their earnings, capital requirements and general financial conditions and is restricted by, among other things, applicable corporate and other laws and regulations as well as, in the future, agreements to which Spirit s subsidiaries may be a party.

The notes are structurally subordinated to all indebtedness and other liabilities of our non-U.S. subsidiaries.

None of our non-U.S. subsidiaries have guaranteed the notes or otherwise have any obligations to make payments in respect of the notes, which are Spirit s direct, unsecured obligations. As a result, claims of holders of the notes are effectively subordinated to all indebtedness and other liabilities of our non-U.S. subsidiaries. In the event of any bankruptcy, liquidation, dissolution or similar proceeding involving one of our non-U.S. subsidiaries, any of our rights or the rights of the holders of the notes to participate in the assets of that subsidiary will be effectively subordinated to the claims of creditors of that subsidiary (including any trade creditors, debt holders, secured creditors, taxing authorities and guarantee holders), and following payment by that subsidiary of its liabilities, the subsidiary may not have sufficient assets remaining to make payments to us as a shareholder, member or otherwise. In addition, if we caused a non-U.S. subsidiary to pay a dividend to enable us to make payments in respect of the notes and such a transfer were deemed a fraudulent transfer or an unlawful distribution, the holders of the notes could be required to return the payment to (or for the benefit of) the creditors of our non-U.S. subsidiaries. As of July 3, 2014, after completion of the offering of the Original Notes and use of the net proceeds therefrom and the related transactions, our non-U.S. subsidiaries had approximately $9.0 million of indebtedness outstanding for borrowed money and $12.4 million of capital leases, as well as significant other liabilities (excluding any guarantees by such subsidiaries of our senior secured credit facility), all of which are structurally senior to the notes. The non-U.S. subsidiaries represented approximately 13% of our total net revenues for the fiscal year ended December 31, 2013 and 12% for the six months ended July 3, 2014. In addition, these non-U.S. subsidiaries represented approximately 15.9% and 16.4% of our total assets as of December 31, 2013 and for the six months ended July 3, 2014, respectively.

In addition, although the indenture governing the notes restricts the ability of our subsidiaries to incur indebtedness, our subsidiaries may issue certain indebtedness and the indenture does not in any case limit the amount of liabilities other than indebtedness that may be incurred by our subsidiaries.

We may not be able to finance a change of control offer required by the indenture.

Upon a change of control, as defined under the indenture governing the notes, you will have the right to require us to offer to purchase up to all of the notes then outstanding at a price equal to 101% of the principal amount of the notes, plus accrued interest and additional interest, if any, to but not including the date of purchase. In addition, if we experience a change of control (as defined under the indenture governing the 2020 notes), the holders of the 2020 notes will have the right to require that we repurchase up to all of the outstanding 2020 notes. In order to obtain sufficient funds to pay the purchase price of our outstanding notes, we expect that we would have to refinance the notes. We cannot assure you that we would be able to refinance the notes on reasonable terms, if at all. Moreover, we cannot assure you that we will have or will be able to borrow sufficient funds at the time of any change of control to make any required repurchases of notes or the 2020 notes or that restrictions in our senior secured indebtedness that we have incurred or that we may incur in the future, including the existing senior secured credit facility, would permit us to make the required repurchases. Our failure to offer to purchase all outstanding notes or the 2020 notes or to purchase all validly tendered notes would be an event of default under the indenture or the indenture for the 2020 notes, as applicable. Such an event of default may cause the acceleration of our other debt. Our existing or future debt also may contain restrictions on repayment requirements with respect to specified events or transactions that constitute a change of control under the indenture.

We may enter into certain transactions that would not constitute a change of control but that result in an increase of our indebtedness.

Subject to limitations under the indenture governing the 2017 notes and the Original Notes and our senior secured credit facility, we could, in the future, enter into certain transactions, including acquisitions, refinancings or other recapitalizations, that would not constitute a change of control under such agreements, but that could increase the amount of indebtedness outstanding at such time or otherwise affect our capital structure or credit ratings in a way that adversely affects the holders of the notes. See Description of Notes Repurchase at the Option of Holders Change of Control.

You may not be able to determine when a change of control giving rise to your right to have the notes repurchased by us has occurred following a sale of substantially all of our assets.

A change of control, as defined in the indenture governing the Original Notes, will require us to make an offer to repurchase all outstanding notes. The definition of change of control includes a phrase relating to the sale, lease or transfer of all or substantially all of our assets. There is no precisely established definition of the phrase substantially all under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase their notes as a result of a sale, assignment, transfer, lease, conveyance or disposition of all or substantially all of our properties or assets to another individual, group or entity may be uncertain.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

We are exposed to interest rate risk through our variable-rate borrowings under the senior secured credit facility. Borrowings under such facility bear interest at a variable rate, based on an adjusted LIBOR rate, plus an applicable margin. Interest rates are currently at relatively low levels. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease.

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If the notes are rated investment grade at any time by both Moody s and Standard & Poors, most of the restrictive covenants and corresponding events of default contained in the indenture governing the notes will be suspended.

If, at any time, the credit rating on the notes, as determined by both Moody s Investors Service and Standard & Poors Ratings Services, equals or exceeds Baa3 and BBB -, respectively, or any equivalent replacement ratings, and no default has occurred or is outstanding we will no longer be subject to most of the restrictive covenants and corresponding events of default contained in the indenture. Any restrictive covenants or corresponding events of default that cease to apply to us as a result of achieving these ratings will be restored if one or both of the credit ratings on the notes later fall below these thresholds or in certain other circumstances. However, during any period in which these restrictive covenants are suspended, we may incur other indebtedness, make restricted payments and take other actions that would have been prohibited if these covenants had been in effect. If the restrictive covenants are later restored, the actions taken while the covenants were suspended will not result in an event of default under the indenture even if they would constitute an event of default at the time the covenants are restored. Accordingly, if these covenants and corresponding events of default are suspended, holders of the notes will have less credit protection than at the time the Original Notes are issued.

Failure to comply with covenants in the indenture or in any future financing agreements could result in cross-defaults under some of such financing agreements and our senior secured credit facility and a cross-acceleration under the indenture governing the 2020 notes, which cross-defaults and cross-acceleration could jeopardize our ability to satisfy our obligations under the notes.

Various risks, uncertainties and events beyond our control could affect our ability to comply with the covenants, financial tests and ratios required by our senior secured credit facility or any future financing agreements we may enter into. Failure to comply with any of the covenants in our senior secured credit facility or in any future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions, including our senior secured credit facility, as well as the acceleration of the maturity of the notes and the 2020 notes pursuant to the indentures governing such notes. A default would permit lenders to cease to make further extensions of credit, accelerate the maturity of the debt under these agreements and foreclose upon any collateral securing that debt. Under these circumstances, we might not have sufficient funds or other resources to satisfy all of our obligations, including our ability to repay our senior secured credit facility and our obligations under the notes and the 2020 notes.

An active trading market for the notes may not develop, and the absence of an active trading market and other factors may adversely impact the price of the notes.

The notes are a new issue of securities for which there is currently no public market, and we cannot assure you that an active trading market will develop for the notes, if any. To the extent that an active trading market does not develop, the liquidity and trading prices for the notes may be adversely affected. If the notes are traded after their initial issuance, they may trade at a discount from their initial offering price, depending on prevailing interest rates, the market for similar securities, the price, and volatility in the price, of our shares of common stock, our performance and other factors. In addition, a downgrade of our credit ratings by any credit rating agencies could impact the price at which the notes trade. Our credit ratings have been and continue to be subject to regular review.

We have no plans to list the notes on a securities exchange. Any market-making activity, if initiated, may be discontinued at any time, for any reason or for no reason, without notice. If the initial purchasers opt not to act or cease to act as market maker for the notes, we cannot assure you that another firm or person will make a market in the notes.

The liquidity of, and trading market for, the notes may also be adversely affected by, among other things:

- changes in the overall market for securities similar to the notes;
- changes in our financial performance or prospects;
- the prospects for companies in our industry generally;
- the number of holders of the notes;
- the interest of securities dealers in making a market for the notes; and
- prevailing interest rates.

An active or liquid trading market for the notes may not develop.

An adverse rating of the notes may cause their trading price to fall.

If a rating agency rates the notes, it may assign a rating that is lower than expected. Ratings agencies also may lower ratings on the notes in the future. If rating agencies assign a lower-than-expected rating or reduce, or indicate that they may reduce, their ratings in the future, the trading price of the notes could significantly decline.

If we file a bankruptcy petition, or if a bankruptcy petition is filed against us, you may receive a lesser amount for your claim under the notes than you would have been entitled to receive under the indenture governing the notes.

If we file a bankruptcy petition under the United States Bankruptcy Code after the issuance of the notes, or if such a bankruptcy petition is filed against us, your claim against us for the principal amount of your notes may be limited to an amount equal to:

- the original issue price for the notes; and

- the portion of original issue discount that does not constitute unmatured interest for purposes of the United States Bankruptcy Code.

Any original issue discount that was not amortized as of the date of any bankruptcy filing would constitute unmatured interest. Accordingly, under these circumstances, you may receive a lesser amount than you would have been entitled to receive under the terms of the indenture governing the notes, even if sufficient funds are available.

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Fraudulent conveyance laws may permit courts to void the guarantors guarantees of the notes in specific circumstances, which would interfere with the payment under such guarantees.

Federal and state statutes may allow courts, under specific circumstances described below, to void the guarantors guarantees of the notes. If such a voidance occurs, our noteholders might be required to return payments received from our guarantors in the event of bankruptcy or other financial difficulty of our guarantors. Under United States federal bankruptcy law and comparable provisions of state fraudulent conveyance laws, a guarantee could be set aside if, among other things, a subsidiary guarantor, at the time it incurred the debt evidenced by its guarantee:

- incurred the guarantee with the intent of hindering, delaying or defrauding current or future creditors; or
- received less than reasonably equivalent value or fair consideration for incurring the guarantee, and
- was insolvent or was rendered insolvent by reason of the incurrence;
- was engaged, or about to engage, in a business or transaction for which the assets remaining with it constituted unreasonably small capital to carry on such business; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay as those debts mature.

The tests for fraudulent conveyance, including the criteria for insolvency, will vary depending upon the law of the jurisdiction that is being applied. Generally, however, a debtor would be considered insolvent if, at the time the debtor incurred the debt:

- the sum of the debtor s debts and liabilities, including contingent liabilities, was greater than the debtor s assets at fair valuation;
- the present fair saleable value of the debtor s assets was less than the amount required to pay the probable liability on the debtor s total existing debts and liabilities, including contingent liabilities, as they became absolute and matured; or
- it could not pay its debts as they became due.

If a court voids any guarantee(s) or holds any guarantee(s) unenforceable, you will cease to be a creditor of the Company or applicable guarantor(s) and will be a creditor solely of the Issuer and any remaining guarantor(s).

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USE OF PROCEEDS

The exchange offer is intended to satisfy our obligations under the registration rights agreement that we entered into with the initial purchasers in connection with the private offering of the Original Notes. We will not receive any cash proceeds from the issuance of the Exchange Notes. The Original Notes that are surrendered in exchange for the Exchange Notes will be retired and cancelled and cannot be reissued. As a result, the issuance of the Exchange Notes will not result in any increase or decrease in our indebtedness.

Spirit s net cash proceeds from the private offering of the Original Notes, after deducting initial purchaser discounts, original issue discount and its fees and expenses, were approximately $293.5 million. We used the net cash proceeds of the offering of the Original Notes to repurchase $300 million of our outstanding 2017 notes through a tender offer for the 2017 notes that closed on April 1, 2014 and redemption of the remaining 2017 notes that were not purchased in the tender offer which was completed on May 1, 2014, and to pay related interest, fees and expenses.

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CAPITALIZATION

The following table sets forth the Company s cash and cash equivalents and capitalization at July 3, 2014.

This table should be read in conjunction with (i) the information included under the headings Use of Proceeds and Prospectus Summary Summary Historical Consolidated Financial Data in this prospectus; (ii) the information included under the headings Selected Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations in our 2013 10-K and our 2014 Second Quarter 10-Q, each of which is incorporated by reference in this prospectus; and (iii) the Company s audited consolidated financial statements and related notes thereto for the fiscal year ended December 31, 2013 contained in our 2013 10-K and unaudited condensed consolidated financial statements and related notes thereto for the quarterly period ended July 3, 2014 contained in our 2014 Second Quarter 10-Q, each of which is incorporated by reference in this prospectus.

		As of July 3, 2014 Actual (in millions)
Cash and cash equivalents	$	381.6
Senior Secured Credit Facility(1)	$	537.1
Malaysian Term Loan due May 2017		8.7
Total Senior Secured Debt		545.8
6¾% Senior Notes due 2020, excluding original issue discount (if any)		300.0
5¼% Senior Notes due 2022, excluding original issue discount (if any)		299.4
Capital Leases and Other(2)		15.1
Total Debt(3)		1,160.3
Total Equity	$	1,662.1
Total Capitalization	$	2,822.4

(1) Our senior secured credit facility consists of a $650.0 million revolving credit facility and a $540.4 million term loan facility. As of July 3, 2014, the outstanding balance of the term loan facility was $537.1 million and there were no amounts outstanding under the revolving credit facility.

(2) Includes capital lease obligations of $14.8 million as of July 3, 2014.

(3) Total Debt excludes original issue discount, if any, on the 6¾% notes and the 5¼% notes.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated.

	Six Months Ended July 3, 2014			Twelve Months Ended		
		December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010	December 31, 2009
Ratio of earnings to fixed charges	6.5	(1)	1.1	4.1	5.1	6.0

(1) Due to the registrant s loss in 2013, the ratio coverage was less than 1:1. The registrant needed to generate additional earnings of $432.3 million to achieve a coverage ratio of 1:1.

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SELECTED CONSOLIDATED FINANCIAL INFORMATION OF SPIRIT AEROSYSTEMS HOLDINGS, INC.

The following table sets forth our selected consolidated financial data for each of the periods indicated. Statement of income data for the fiscal years ended December 31, 2011, 2012 and 2013 are derived from our audited consolidated financial statements contained in our 2013 10-K, which is incorporated by reference into this prospectus. Statement of income data for the fiscal years ended December 31, 2009 and 2010 are derived from our audited consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is not incorporated by reference into this prospectus. Selected Balance Sheet Data as of December 31, 2012 and 2013 are derived from our audited consolidated financial statements contained in our 2013 10-K, which is incorporated by reference into this prospectus. Selected Balance Sheet Data as of December 31, 2010 and 2011 are derived from our audited consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which is not incorporated by reference into this prospectus. Selected Balance Sheet Data as of December 31, 2009 is derived from our audited consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which is not incorporated by reference into this prospectus. Financial data for the six month periods ended June 27, 2013 and July 3, 2014 are derived from our unaudited condensed consolidated financial statements contained in our 2014 Second Quarter 10-Q, which is incorporated by reference in this prospectus. Our fiscal year ends on December 31.

This information is only a summary and should be read in conjunction with our consolidated financial statements and related notes thereto, the Management s Discussion and Analysis of Financial Condition and Results of Operations section of our 2013 10-K and our 2014 Second Quarter 10-Q, each of which is incorporated by reference in this prospectus and the Selected Consolidated Financial Information and Other Data section of our 2013 10-K. Historical results of operations may not be indicative of results to be expected for any future period.

	Spirit Holdings						
	Six Months Ended July 3, 2014	Six Months Ended June 27, 2013	December 31, 2013	December 31, 2012	Twelve Months Ended December 31, 2011	December 31, 2010	December 31, 2009
	(Dollars in millions, except per share data)						
Statement of Income Data:							
Net revenues	$ 3,531.8	$ 2,962.9	$ 5,961.0	$ 5,397.7	$ 4,863.8	$ 4,172.4	$ 4,078.5
Cost of sales(1)	2,993.2	2,927.3	6,059.5	5,245.3	4,312.1	3,607.9	3,581.4
Selling, general and administrative expenses(2)	114.9	98.4	200.8	172.2	159.9	156.0	137.1
Impact from severe weather event		15.1	30.3	(146.2)			
Research and development	13.1	16.1	34.7	34.1	35.7	51.5	56.7
Operating (loss) income	410.6	(94.0)	(364.3)	92.3	356.1	357.0	303.3
Interest expense and financing fee amortization	(56.2)	(34.9)	(70.1)	(82.9)	(77.5)	(59.1)	(43.6)
Interest income	0.2	0.1	0.3				