

Spirit Airlines, Inc.  
Form SC 13G  
January 13, 2012

---

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

**SCHEDULE 13G**

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

**SPIRIT AIRLINES, INC.**

(Name of Issuer)

**COMMON STOCK, \$0.0001 PAR VALUE**

(Title of Class of Securities)

**848577102**

(CUSIP Number)

**January 11, 2012**

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

---

CUSIP No. 848577102

13G

Page 2 of 10 Pages

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (ENTITIES ONLY)

**Jonathon S. Jacobson**

2. CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF  
ORGANIZATION

**United States**

5. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>4,501,774</b>	6. SHARED VOTING POWER
	<b>0</b>	7. SOLE DISPOSITIVE POWER
	<b>4,501,774</b>	8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON

**4,501,774**

10. CHECK BOX IF THE   
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES CERTAIN  
SHARES  
(SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW 9

**6.2%**

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

**IN**

---

CUSIP No. 848577102

13G

Page 3 of 10 Pages

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**SUSHC LLC**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

5. SOLE VOTING POWER

NUMBER OF	<b>4,501,774</b>
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	<b>0</b>
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	
PERSON	<b>4,501,774</b>
WITH	8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**4,501,774**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [x]  
(SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**6.2%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

---

CUSIP No. 848577102

13G

Page 4 of 10 Pages

**Item 1 (a). Name of Issuer:**

Spirit Airlines, Inc. (the Issuer )

**Item 1 (b). Address of Issuer s Principal Executive Offices:**

2800 Executive Way, Miramar, Florida 33025

**Item 2 (a). Name of Person Filing:**

This statement is being filed by the following persons with respect to the shares of common stock ("Common Stock") of the Issuer: (i) SUSHC LLC, a Delaware limited liability company ("SUSHC") which is the direct owner of the Common Stock referenced herein; and (ii) Jonathon S. Jacobson, the sole manager and controlling person of SUSHC. Non-voting membership interests in SUSHC are owned, directly or indirectly, by Highfields Capital I LP, Highfields Capital II, LP and Highfields Capital III L.P., investment partnerships that are managed by entities also controlled by Jonathon S. Jacobson.

**Item 2 (b). Address of Principal Business Office or, if None, Residence:**

The address for SUSHC and Mr. Jacobson is:

c/o Highfields Capital Management LP  
John Hancock Tower  
200 Clarendon Street, 59th Floor  
Boston, Massachusetts 02116

**Item 2 (c). Citizenship:**

SUSHC LLC Delaware  
Jonathon S. Jacobson United States

**Item 2 (d). Title of Class of Securities:**

Common Stock, \$0.0001 par value

**Item 2 (e). CUSIP Number:**

848577102

**Item 3.** Not applicable.

---

**Item 4. Ownership.**

For SUSHC and Mr. Jacobson:

- (a) Amount beneficially owned: 4,501,774 shares of Common Stock
  - (b) Percent of class: 6.2%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 4,501,774
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct the disposition of: 4,501,774
    - (iv) Shared power to dispose or to direct the disposition of: 0
-

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Non-voting membership interests in SUSHC, and in turn economic interests in the shares of Common Stock held by SUSHC, are owned, directly or indirectly, by Highfields Capital I LP, Highfields Capital II LP and Highfields Capital III L.P., investment partnerships that are managed by entities controlled by Jonathon S. Jacobson. None of such investment partnerships individually has a direct or indirect economic or other interest in the shares of Common Stock held by SUSHC in an amount that would exceed 5% of the Issuer's outstanding common stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 2 attached hereto.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

CUSIP No. 848577102

13G

Page 7 of 10 Pages

SIGNATURE

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

January 13, 2012

Date

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*

Signature

Joseph F. Mazzella, Attorney in Fact

Name/Title

SUSHC LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

\* by power of attorney

---



CUSIP No. 848577102

13G

Page 8 of 10 Pages

EXHIBIT INDEX

Exhibit 1. [Joint Filing Agreement as required by Rule 13d-1\(k\)\(1\) under the Securities Exchange Act of 1934, as amended.](#)

Exhibit 2. [List of Members of Group](#)

---

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe such information is inaccurate.

January 13, 2012  
Date

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*  
Signature

Joseph F. Mazzella, Attorney in Fact  
Name/Title

SUSHC LLC

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

\* by power of attorney

---

CUSIP No. 848577102

13G

Page 10 of 10 Pages

**Exhibit 2**

Members of Group

Jonathon S. Jacobson

SUSHC LLC

---