



**Item 5.02 Departure of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On August 15, 2011, our Compensation Committee approved compensation changes for Jeffery L. Turner, our President and Chief Executive Officer, and Philip Anderson, our Senior Vice President and Chief Financial Officer. Mr. Turner's annual base salary was increased from \$500,000 to \$700,000, his STIP bonus opportunity was reduced from 300% to 200% of base salary, and his LTIP bonus opportunity was reduced from 500% to 400% of base salary. Mr. Anderson's annual base salary was increased from \$215,000 to \$330,000, his STIP bonus opportunity remained unchanged, and his LTIP bonus opportunity was increased from 170% to 200% of base salary.

These changes were aligned with our Compensation Committee's philosophy and strategy to retain and motivate highly qualified executive officers by offering total compensation that is competitive with that offered by similarly situated companies while maintaining a substantial portion of total compensation at-risk. The new total target direct compensation for Messrs. Turner and Anderson is at the 30<sup>th</sup> and below the 25<sup>th</sup> percentile, respectively, which the Committee believes is significantly below market for target pay based upon an analysis of other aerospace companies performed by the Committee's independent compensation consultant.

The changes go into effect on September 1, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**

Date: August 19, 2011

By: /s/ Michelle A. Russell  
Michelle A. Russell  
Senior Vice President, General Counsel  
and Secretary