

Spirit AeroSystems Holdings, Inc.

Form FWP

November 21, 2006

**Filed Pursuant to Rule 433**  
**Registration No. 333-135486**

**Spirit AeroSystems Holdings, Inc.**

**55,083,334 Shares**

Issuer:	Spirit AeroSystems Holdings, Inc.
Symbol:	New York Stock Exchange/SPR
Size:	\$1,432,166,684
Shares offered:	55,083,334 shares of Common Stock
Primary shares:	10,416,667 shares by Spirit AeroSystems Holdings, Inc.
Secondary shares:	44,666,667 shares by the selling stockholders
Greenshoe:	8,262,500 shares; option to purchase additional shares from selling stockholders.
Price to public:	\$26.00 per share
Trade date:	November 20, 2006
Closing date:	November 27, 2006
Underwriters:	Credit Suisse Securities (USA) LLC Goldman, Sachs & Co. Morgan Stanley & Co. Incorporated Banc of America Securities LLC Citigroup Global Markets, Inc. Cowen and Company, LLC Deutsche Bank Securities Inc. Griffiths McBurney Corp. as Agent Affiliate of GMP Securities Jefferies & Company, Inc. Lehman Brothers Inc. Merrill Lynch, Pierce, Fenner, & Smith Incorporated RBC Capital Markets Corporation Scotia Capital (USA) Inc. UBS Securities LLC Westwind Partners (USA) Inc.
Union Equity Participation Plan:	We have established a Union Equity Participation Plan pursuant to which we will issue stock appreciation rights tied to the value of our class B

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common stock for the benefit of certain of our union-represented employees. Upon the consummation of this offering, the stock appreciation rights will entitle the employees to receive a total of approximately \$297,679,234, which we intend to pay with \$167,501,680 in cash and 5,006,829 shares of class A common stock. This will result in a compensation expense to us of \$297,679,234 during our fourth quarter.

A copy of the prospectus relating to this offering may be obtained by contacting Morgan Stanley & Co. Incorporated, 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department or by email at [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com); Credit Suisse Securities (USA) LLC, One Madison Avenue, New York, NY 10010, Attention: Prospectus Department or by telephone at (212) 325-2580; or Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004, Attention: Prospectus Department or by email at [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting one of the underwriters listed above. The latest prospectus is also available at the following link.