Spirit AeroSystems Holdings, Inc.
Form 424B7
April 12, 2011

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Filed Pursuant to Rule 424(b)(7)
Registration No. 333-173369

CALCULATION OF REGISTRATION FEE CHART

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Class A Common Stock, par value $0.01 per share	11,853,481 Shares	$ 25.16	$ 298,233,581.96	$ 34,624.92

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended, based upon the average of the high and low sales prices for our class A common stock reported on the New York Stock Exchange on April 7, 2011.

(2) This filing fee of $34,624.92 is calculated and being paid pursuant to Rule 457(c) and Rule 457(r) of the Securities Act of 1933 and relates to the registration statement on Form S-3 (File No. 333-173369) filed by Spirit AeroSystems Holdings, Inc. on April 7, 2011.

PROSPECTUS SUPPLEMENT
(To prospectus dated April 7, 2011)

10,307,375 Shares

Spirit AeroSystems Holdings, Inc.

Class A Common Stock

All of the shares of class A common stock in this offering are being sold by the selling stockholders identified in this prospectus supplement, primarily affiliates of Onex Corporation and members of management of the issuer. We will not receive any of the proceeds from this offering.

The class A common stock is listed for trading on the New York Stock Exchange under the symbol SPR. The last reported sale price of the class A common stock on April 8, 2011 was $24.03 per share.

Investing in our common stock involves risks. See Risk Factors on page S-6 of this prospectus supplement.

The underwriter will purchase the common stock from the selling stockholders at a price of $24.49 per share, resulting in $252 million aggregate proceeds to the selling stockholders.

The underwriter may offer the shares of our class A common stock from time to time to purchasers directly or through agents, or through brokers in brokerage transactions on the New York Stock Exchange, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. See Underwriting.

To the extent that the underwriter sells more than 10,307,375 shares of class A common stock, the underwriter has the option to also purchase up to an additional 1,546,106 shares of class A common stock from the selling stockholders at a price of $24.49 per share, within 30 days from the date of this prospectus supplement.

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

The underwriter will deliver the shares on or about April 13, 2011.

MORGAN STANLEY

The date of this prospectus supplement is April 11, 2011.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) using a shelf registration process, under which our stockholders may offer shares of class A common stock from time to time. Under the shelf registration rules, using this prospectus supplement and the accompanying prospectus, our stockholders, including those identified in this prospectus supplement, may sell, from time to time, the class A common stock covered by this prospectus supplement and its accompanying prospectus in one or more offerings.

This prospectus supplement and the accompanying prospectus include important information about us, our class A common stock and other information you should know before investing. We urge you to read carefully this entire prospectus supplement and the accompanying prospectus, together with the information described under the headings Incorporation of Certain Information by Reference and Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized anyone to provide you with different or additional information. The selling stockholders are not, and the underwriter is not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference is accurate only as of its respective date or on the date which is specified in those documents. Our business, financial condition, results of operations and prospects may have changed since these dates.

Unless otherwise indicated, all information in this prospectus supplement assumes the underwriter s option to purchase additional shares will not be exercised.

INDUSTRY AND MARKET DATA

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus include certain forward-looking statements that involve many risks and uncertainties. When used, words such as anticipate, believe, continue, estimate, expect, forecas intend, may, plan, project, should, will and other similar words or phrases, or the negative thereof, unless the 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 and execution of new programs;

our ability to perform our obligations and manage costs related to our new commercial and business aircraft development programs and the related recurring production;

potential reduction in the build rates of certain Boeing aircraft including, but not limited to, the B737 program, the B747 program, the B767 program and the B777 program, and build rates of the Airbus A320 and A380 programs, which could be negatively impacted by continuing weakness in the global economy and economic challenges facing commercial airlines, and by lack of business and consumer confidence and the impact of continuing instability in the global financial and credit markets, including, but not limited to, sovereign debt concerns in Europe;

the inability to resolve significant claims with Boeing related to non-recurring and recurring costs on the B787 program;

declining business jet manufacturing rates and customer cancellations or deferrals as a result of the weakened global economy;

the success and timely execution of key milestones such as certification and delivery of Boeing s new B787 and Airbus new A350 XWB (Xtra Wide-Body) aircraft programs, including first flight for the Airbus A350 XWB, receipt of necessary regulatory approvals and customer adherence to their announced schedules;

our ability to enter into supply arrangements with additional customers and 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;

competition from original equipment manufacturers and other aerostructures suppliers;

the effect of governmental laws, such as U.S. export control laws and anti-bribery laws such as the Foreign Corrupt Practices Act, environmental laws and agency regulations, both in the U.S. and abroad;

the cost and availability of raw materials and purchased components;

our ability to successfully extend or renegotiate our primary collective bargaining contracts with our labor unions;

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- 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 our interest and foreign currency hedging programs;
- the outcome or impact of ongoing or future litigation and regulatory actions; and
- our exposure to potential product liability and warranty claims.

These factors are not exhaustive, and new factors may emerge or changes to the foregoing factors may occur that could impact our business. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth in this prospectus supplement under Risk Factors and elsewhere in this prospectus supplement or in the accompanying prospectus and the documents incorporated by reference herein and therein. In light of such risks and uncertainties, we caution you not to rely on these forward-looking statements in deciding whether to invest in our class A common stock. 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 supplement whether as a result of such changes, new information, future events or otherwise.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. It is not complete and may not contain all the information that may be important to you. You should carefully read the entire prospectus supplement and the accompanying prospectus, as well as the information we incorporate by reference, including the matters described in the section entitled Risk Factors, before making an investment decision. In this prospectus supplement, unless the context indicates otherwise, 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 term Spirit refers 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 European Aeronautic Defense & Space NV.

Company Overview

We are one of the largest independent non-OEM (original equipment manufacturer) 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 twelve months ended December 31, 2010, we generated net revenues of $4,172.4 million, and had net income of $218.9 million.

Spirit Holdings was formed in February 2005 as a holding company for Spirit. Spirit s operations commenced on June 17, 2005, following the acquisition by an investor group led by Onex Partners LP and Onex Corporation (Onex), of Boeing s commercial aerostructures manufacturing operations in Wichita, Kansas and Tulsa and McAlester, Oklahoma, referred to in this prospectus supplement as Boeing Wichita. The acquisition of Boeing Wichita is referred to in this prospectus supplement as the Boeing Acquisition. 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. Following the completion of this offering, affiliates of Onex Corporation will own approximately 95% of the shares of our class B common stock (approximately 95% if the underwriter s option to purchase additional shares is exercised in full), which represents approximately 64% of the total Spirit Holdings stockholder voting power (approximately 62% if the underwriter s option to purchase additional shares is exercised in full).

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 supplement as BAE Systems. This acquisition is referred to in this prospectus supplement 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, and we are a significant supplier for the Airbus A380, and will be a significant supplier for the new Airbus A350 XWB 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 94% of our net revenues for the twelve-month period ended December 31, 2010.

We derive our revenues primarily through long-term supply agreements with Boeing and Airbus. For the twelve months ended December 31, 2010, approximately 83% and 11% of our net revenues were generated from sales to Boeing and Airbus, respectively. We are currently the sole-source supplier of 96% 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 that cover a fixed number of product units at established prices.

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, the Propulsion Systems segment manufactures products at our facilities in Wichita, Kansas, and the Wing Systems segment manufactures products at our facilities in Tulsa and McAlester, Oklahoma, Prestwick, Scotland, Subang, Malaysia and Kinston, North Carolina. We also recently constructed a fuselage assembly plant for the A350 XWB aircraft in Saint-Nazaire, France which is expected to begin operations in the second quarter of 2011, which will receive and assemble center fuselage frame sections designed and manufactured in our Kinston, North Carolina facility, and transport the assembled sections to Airbus. Fuselage Systems, Propulsion Systems and Wing Systems represented approximately 49%, 25%, and 26%, respectively, of our net revenues for the twelve months ended December 31, 2010. All other activities fall within the All Other segment, representing less than 1% of our net revenues for the twelve months ended December 31, 2010, 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.

Recent Developments

On April 2, 2011, a Gulfstream G650 aircraft crashed during takeoff-performance tests in Roswell, New Mexico, with four fatalities. The Company designs, engineers and manufactures nacelles (including thrust reversers) and wing structures for the Gulfstream G650. The accident is under investigation by Gulfstream Aerospace Corporation, the National Transportation Safety Board and the Federal Aviation Administration (FAA) and the cause has not yet been determined.

Our Principal Offices and Websites

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 supplement or the accompanying prospectus and is not incorporated in this prospectus supplement or the accompanying prospectus by reference.**

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OFFERING SUMMARY

Class A common stock offered by the selling stockholders	10,307,375 shares, or 11,853,481 shares if the underwriter s option to purchase additional shares is exercised in full.
Common stock outstanding after this offering	116,626,952 shares of class A common stock and 23,509,546 shares of class B common stock, or 118,173,058 shares of class A common stock and 22,025,086 shares of class B common stock if the underwriter s option to purchase additional shares is exercised in full.
Voting rights of class A common stock	Our class A common stock is entitled to one vote per share. Our class B common stock, which is not being offered in this offering, but votes together with our class A common stock as a single class, is entitled to ten votes per share (reducing to one vote per share under certain limited circumstances). Our class B common stock, which is convertible into shares of our class A common stock on a 1-for-1 basis, is identical to our class A common stock in all other respects.
Use of proceeds	We will not receive any proceeds from the sale of shares by the selling stockholders.
Dividend policy	We currently do not intend to pay cash dividends and, in certain circumstances, are prohibited from doing so under credit agreements governing our credit facilities and the indentures governing our long term bonds.
Risk Factors	See Risk Factors beginning on page S-6 of this prospectus supplement for a discussion of factors you should carefully consider before deciding to invest in our class A common stock.
NYSE symbol	SPR

The number of shares of class A common stock being offered in this offering represents 7.4% of our outstanding common stock and 2.3% of our combined voting power (8.5% and 2.7%, respectively, if the underwriter s option to purchase additional shares is exercised in full), in each case after giving effect to this offering. For more information on the ownership of our common stock, see Selling Stockholders.

Except as otherwise indicated, all of the information presented in this prospectus supplement assumes the following:

- no exercise by the underwriter of the option to purchase additional shares;
- the exclusion of 1,269,833 shares of class A common stock and 1,331,930 shares of class B common stock (920,990 shares of class B common stock after giving effect to the offering and 859,344 shares of class B common stock if the underwriter s options to purchase additional shares is exercised in full) issued to certain members of our management and to certain directors of Spirit which will remain subject to vesting requirements under our benefit plans (except in historical outstanding share numbers in our consolidated balance sheets and diluted net income per share calculations); and

the exclusion of 693,156 Units of phantom stock issued pursuant to our Supplemental Executive Retirement Plan (except in diluted net income per share calculations).

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SUMMARY FINANCIAL INFORMATION

The following table sets forth our selected consolidated financial data for each of the periods indicated. The financial data are derived from our audited consolidated financial statements. Financial data for the years ended December 31, 2008, December 31, 2009 and December 31, 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 incorporated by reference into this prospectus supplement.

This information is only a summary and should be read in conjunction with our consolidated financial statements and accompanying notes and Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 which is incorporated by reference into this prospectus supplement. Historical results of operations may not be indicative of results to be expected for any future period.

	Spirit Holdings				
	December 31, 2010	December 31, 2009	December 31, 2008	December 31, 2007	December 31, 2006
	(Dollars in millions, except per share amounts)				
Statement of Income Data:					
Net revenues	$ 4,172.4	$ 4,078.5	$ 3,771.8	$ 3,860.8	$ 3,207.7
Cost of sales(1)	3,607.9	3,581.4	3,163.2	3,197.2	2,934.3
Selling, general and administrative expenses(2)	156.0	137.1	154.5	192.1	225.0
Research and development	51.5	56.7	48.4	52.3	104.7
Operating Income	357.0	303.3	405.7	419.2	(56.3)
Interest expense and financing fee amortization(3)	(59.1)	(43.6)	(39.2)	(36.8)	(50.1)
Interest income	0.3	7.0	18.6	29.0	29.0
Other income (loss), net	(0.4)	6.1	(1.2)	8.4	5.9
Income (loss) before income taxes and equity in net loss of affiliate	297.8	272.8	383.9	419.8	(71.5)
Income tax benefit (provision)(4)	(78.2)	(80.9)	(118.5)	(122.9)	88.3
Equity in net loss of affiliates	(0.7)	(0.2)			
Net income	$ 218.9	$ 191.7	$ 265.4	$ 296.9	$ 16.8
Net Income per share, basic	$ 1.56	$ 1.39	$ 1.93	$ 2.19	$ 0.15
Shares used in per share calculation, basic(5)	137.9	137.2	137.0	134.5	115.6
Net income per share, diluted	$ 1.55	$ 1.37	$ 1.91	$ 2.13	$ 0.14
Shares used in per share calculation, diluted	141.0	139.8	139.2	139.3	122.0
Other Financial Data:					
Cash flow provided by (used in) operating activities	$ 125.1	$ (13.9)	$ 210.7	$ 180.1	$ 273.6
Cash flow (used in) investing activities	$ (288.4)	$ (112.4)	$ (119.8)	$ (239.1)	$ (473.6)

Cash flow provided by financing activities	$ 277.4	$ 276.1	$ 3.5	$ 8.3	$ 140.9
Capital expenditures	$ (288.1)	$ (228.2)	$ (235.8)	$ (288.2)	$ (343.2)
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 481.6	$ 369.0	$ 216.5	$ 133.4	$ 184.3
Accounts receivable, net	$ 200.2	$ 160.4	$ 149.3	$ 159.9	$ 200.2
Inventories, net	$ 2,507.9	$ 2,206.9	$ 1,882.0	$ 1,342.6	$ 882.2
Property, plant & equipment, net	$ 1,470.0	$ 1,279.3	$ 1,068.3	$ 963.8	$ 773.8
Total assets	$ 5,102.0	$ 4,473.8	$ 3,760.3	$ 3,339.9	$ 2,722.2
Total debt	$ 1,196.8	$ 893.8	$ 588.0	$ 595.0	$ 618.2
Long-term debt	$ 1,187.3	$ 884.7	$ 580.9	$ 579.0	$ 594.3
Total equity	$ 1,810.9	$ 1,573.8	$ 1,297.5	$ 1,267.1	$ 859.5

(1) Included in 2010 cost of sales are charges of $28.7 million related to the grant of shares to employees represented by the IAM in connection with the ratification of a new ten-year labor contract on June 25, 2010, early retirement

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incentives for members represented by IAM who made elections to retire in 2010, and grants of shares to employees represented by the UAW in connection with the ratification of a new ten-year labor contract on December 18, 2010. Included in 2007 and 2006 cost of sales are non-recurring charges of $1.2 million and $321.9 million, respectively for the Union Equity Participation Plan.

(2) Includes non-cash stock compensation expenses of $7.9 million, $9.7 million, $15.3 million, $32.6 million, $56.6 million, for the respective periods starting with the twelve months ended December 31, 2010. Also included in 2007 are $4.9 million of costs associated with the evaluation of Airbus European manufacturing sites in 2007. Included in 2006 are $8.3 million of IPO-related charges.

(3) Included in 2006 interest expense and financing fee amortization are expenses related to the IPO of $3.7 million.

(4) Included in the 2006 income tax benefit is a $40.1 million federal and a $4.0 million state tax valuation allowance reversal totaling $44.1 million.

(5) Under the FASB guidance, unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method.

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RISK FACTORS

Any investment in our class A common stock involves a high degree of risk. You should carefully consider the risks described below as well as other information and data contained in this prospectus supplement and the accompanying prospectus and the documents we incorporate by reference herein and therein (including our Annual Report on Form 10-K for the year ended December 31, 2010) before making an investment decision with respect to our class A common stock.

The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the following risks actually occur, our business, financial condition and results of operations would suffer. In that event, the trading price of our class A common stock could decline, and you may lose all or part of your investment in our class A common stock. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

Risks Related to this Offering

Future sales of our class A common stock in the public market could adversely affect the trading price of our class A common stock, which may negatively impact your investment. A majority of our voting power are held by a few holders.

Sales by us or our stockholders of a substantial number of shares of our class A common stock in the public market following this offering, or the perception that these sales might occur, could cause the market price of our class A common stock to decline or could impair our ability to raise capital through a future sale of, or pay for acquisitions using, our equity securities at a time and price favorable to us.

As of March 31, 2011, we had authority to issue up to 200,000,000 shares of our class A common stock and 150,000,000 shares of our class B common stock. As of March 31, 2011, 106,319,577 shares of our class A common stock and 33,405,981 shares of our class B common stock were issued and outstanding. In addition, as of such date, 4,923,320 shares of our class A common stock and 6,344,632 shares of our class B common stock were reserved for issuance under stock incentive or purchase plans or pursuant to individual option grants or stock awards, and 1,269,833 shares of class A common stock and 1,331,930 shares of class B common stock had been issued to certain members of our management and to certain directors of Spirit but remain subject to vesting requirements under our benefit plans. After giving effect to this offering, certain entities affiliated with Onex Corporation will collectively own approximately 16% of our equity interests which can be sold in one or more transactions (approximately 15% if the underwriter s option to purchase additional shares is exercised in full). The sale or perceived possibility for further sales of the stock owned by the Onex entities could place an exaggerated downward pressure on our stock price.

We, certain of our executive officers and directors and certain entities affiliated with Onex Corporation have agreed that, with limited exceptions, we and they will not, among other things, without the prior written consent of the underwriter, directly or indirectly, offer to sell, sell or otherwise dispose, or file with the SEC a registration statement under the Act relating to, of any shares of our class A common stock or securities convertible into or exchangeable or exercisable for any shares of class A common stock or publicly disclose the intention to make any such offer, sale pledge, disposition or filing, for a period of 45 days after the date of this prospectus supplement. See Underwriting. All of the shares of class A common stock sold in this offering will be freely transferable, except for any shares sold to our affiliates, as that term is defined in Rule 144 under the Securities Act of 1933, as amended (the Securities Act).

We may issue common stock or equity securities senior to our class A common stock in the future for a number of reasons, including to finance our operations and growth plans, to adjust our ratio of debt-to-equity, to satisfy our obligations upon the exercise of options or for other reasons. Further, our subsidiaries could issue securities in the future to persons or entities (including our affiliates) other than us or another subsidiary. This could materially adversely affect your investment in us because it would dilute your indirect ownership interest in our subsidiaries. We cannot predict the effect, if any, that future sales or issuances of shares of our common stock or other equity

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securities, or the availability of shares of common stock or such other equity securities for future sale or issuance, will have on the trading price of our class A common stock.

The price of our class A common stock may fluctuate significantly, which could negatively affect us and holders of our class A common stock.

The price of our class A common stock on the New York Stock Exchange constantly changes. Since January 1, 2010, the last daily reported sale price of our class A common stock has ranged from $16.50 to $26.16 per share. We expect that the market price of our class A common stock will continue to fluctuate. Holders of our class A common stock will be subject to the risk of volatility and depressed prices. The trading price of our class A common stock may fluctuate significantly in response to a number of factors, many of which are beyond our control. For instance, if our financial results are below the expectations of securities analysts and investors, the market price of our class A common stock could decrease, perhaps significantly. Other factors that may affect the market price of our class A common stock include:

actual or anticipated fluctuations in our operating results;

changes in aerostructures pricing;

our competitors and customers announcements of significant contracts, acquisitions or strategic investments;

our award of new contracts and our performance on new and existing contracts;

changes in our growth rates or our competitors and customers growth rates;

the timing or results of regulatory submissions or actions with respect to our business;