

Spirit Airlines, Inc.
Form SC 13D/A
August 02, 2012

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Spirit Airlines, Inc.

(Name of Issuer)

Common Stock, par value of \$0.0001 per share

(Title of Class of Securities)

848577102

(CUSIP Number)

Todd E. Molz

Managing Director and General Counsel

Oaktree Capital Group Holdings GP, LLC

333 South Grand Avenue, 28th Floor

Los Angeles, CA 90071

(213) 830-6300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 31, 2012

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See § 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 848577102

| | | |
|---|---|---------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Capital Management, L.P. [ID No. 26-0189082] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power 0 (1) |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 0 (1) |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 0 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0% | |
| 14 | Type of Reporting Person* PN, IA | |

(1) Solely in its capacity as manager of OCM Spirit Holdings III-A, LLC, POF Spirit Domestic Holdings, LLC and POF Spirit Foreign Holdings, LLC.

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| | | |
|---|---|---------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Holdings, Inc. [ID No. 26-0179905] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power 0 (1) |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 0 (1) |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 0 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0% | |
| 14 | Type of Reporting Person* CO | |

(1) Solely in its capacity as general partner of Oaktree Capital Management, L.P.

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CUSIP No. 848577102

| | | |
|---|---|---------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Capital Group, LLC [ID No. 26-0174894] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power 0 (1) |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 0 (1) |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 0 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0% | |
| 14 | Type of Reporting Person* | |
| | OO | |

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and the sole shareholder of Oaktree Holdings, Inc.

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| | | |
|---|---|---------------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | Oaktree Capital Group Holdings GP, LLC [ID No. 26-0174883] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power 0 (1) |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 0 (1) |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 0 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0% | |
| 14 | Type of Reporting Person* | |
| | OO | |

(1) Solely in its capacity as the manager of Oaktree Capital Group, LLC.

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| | | |
|---|---|-----------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Spirit Holdings III-A, LLC [ID No. 95-4833215] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not Applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power 0 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 0 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) | 0% |
| 14 | Type of Reporting Person* | OO |

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CUSIP No. 848577102

| | | |
|---|---|--------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Principal Opportunities Fund II, L.P. [ID No. 95-4833215] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not Applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 0 (1) | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) 0% | |
| 14 | Type of Reporting Person* PN | |

(1) Solely in its capacity as a member of OCM Spirit Holdings III-A, LLC, POF Spirit Domestic Holdings, LLC and POF Spirit Foreign Holdings, LLC.

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CUSIP No. 848577102

- | | | |
|---|---|--------------------------|
| 1 | Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person | |
| | OCM Principal Opportunities Fund III, L.P. [ID No. 20-0379312] | |
| 2 | Check the Appropriate Box if a Member of a Group* | |
| | (a) | x |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds* Not Applicable. | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 0 (1) | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11) 0% | |
| 14 | | |