

Spirit AeroSystems Holdings, Inc.
 Form 3
 November 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|--|--|--|---|
| 1. Name and Address of Reporting Person * ONEX PARTNERS LP (Last) (First) (Middle) C/O ONEX INVESTMENT CORPORATION, 712 FIFTH AVENUE (Street) NEW YORK, NY 10019 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/20/2006 | 3. Issuer Name and Ticker or Trading Symbol Spirit AeroSystems Holdings, Inc. [SPR] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|------------------------------------|------------|-------|----------------------------|-------------------|--------|----------------------------------|-------------------------|
| <u>Class B Common Stock</u> (1) | 11/20/2006 | Â (2) | Class A Common Stock | 63,164,653 (3) | \$ (4) | D | Â |
| <u>Class B Common Stock</u> (1) | 11/20/2006 | Â (2) | Class A Common Stock | 112,500,000 | \$ (4) | I | See footnote (5) (6) |
| <u>Class B Common Stock</u> (1) | 11/20/2006 | Â (2) | Class A Common Stock | 112,500,000 | \$ (4) | I | See footnote (7) |
| <u>Class B Common Stock</u> (1) | 11/20/2006 | Â (2) | Class A Common Stock | 29,867,276 (8) | \$ (4) | D | Â |
| <u>Class B Common Stock</u> (1) | 11/20/2006 | Â (2) | Class A Common Stock | 16,983,104 (9) | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEX PARTNERS LP C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019 | Â | Â X | Â | Â |
| ONEX CORP 161 BAY STREET TORONTO, ON M5J2S1 | Â | Â X | Â | Â |
| SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET, 49TH FLOOR, P.O. BOX 700 TORONTO, ON M5J 2S1 | Â | Â X | Â | Â |
| OAH Wind LLC 421 LEADER STREET MARION, OH 43302 | Â | Â X | Â | Â |
| Onex Spirit Co-Invest LP C/P ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

/s/ Donald West, Vice President of Onex Partners Manager GP Inc., the general partner of Onex Partners Manager LP, the agent of Onex Partners GP, LP, the general partner of Onex Partners LP. **Please find attached additional reporting person signatures

11/20/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of class B common stock, par value \$0.01, of the issuer (the "Class B Common Stock") is convertible at any time, at the option of the holder, into one share of class A common stock, par value \$0.01, of the issuer (the "Class A Common Stock").
- (2) No expiration.
- Represents shares beneficially owned by Onex LP. All of the shares beneficially owned by Onex LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) 100% of the shares beneficially owned by Onex LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (4) Convertible on a one-for-one basis.
- Represents shares indirectly owned by Onex Corporation ("Onex") and includes shares beneficially owned by each of Onex Partners LP ("Onex LP"), OAH Wind LLC ("OAH LLC"), Onex Spirit Co-Invest LP ("Onex Spirit LP"), Wind EI II LLC ("Wind LLC"), and Onex U.S. Principals LP ("Onex Principals LP") notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest of less than 100% of such shares. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (5) Onex may be deemed to own beneficially the shares of class B common stock held by (a) Onex LP, through Onex's ownership of all of the common stock of Onex Partners GP, Inc., the general partner of Onex Partners GP LP, the general partner of Onex LP; (b) OAH LLC, through Onex's ownership of all of the equity of Onex American Holdings II LLC which owns all of the equity of Onex American Holdings Subco LLC, which owns all of the equity of OAH Wind LLC; (c) Wind LLC, through Onex's ownership of Onex American Holdings II LLC which owns all of the voting power of Wind Executive Investco LLC, which owns all of the equity of Wind LLC; (d) Onex Principals LP through Onex's ownership of all of the equity of Onex American Holdings GP LLC, the general partner of Onex Principals LP and (e) Onex Spirit LP, through Onex's ownership of all of the common stock of Onex Partners GP, Inc., the general partner of Onex Partners GP LP, the general partner of Onex Spirit LP.
- (6) Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex, owns shares representing a majority of the voting rights of the shares of Onex. The indirect interests of Onex are described in footnotes (5) and (6). Mr. Schwartz disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (7) Represents shares beneficially owned by OAH LLC. All of the shares beneficially owned by OAH LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by OAH LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (8) Represents shares beneficially owned by Onex Spirit LP. All of the shares beneficially owned by Onex Spirit LP are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex Spirit LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (9)

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Remarks:

AdditionalÂ ReportingÂ PersonÂ Signatures

/s/Â NigelÂ S.Â Wright,Â ManagingÂ Director.

/s/ Donald Lewtas, attorney-in-fact for Gerald W. Schwartz.

"Power of Attorney incorporated by reference to the Amendment to Form 4 to Dura Automotive Sy

/s/ Donald West, Director.

/s/ Donald West, Vice President of Onex Partners Manager GP Inc., the general partner of Onex P

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.