

FRANKE WILLIAM A  
Form 4  
December 23, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Indigo Florida L.P.

(Last) (First) (Middle)

C/O INDIGO PARTNERS  
LLC, 2525 EAST CAMELBACK  
ROAD, SUITE 800

(Street)

PHOENIX, AZ 85016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Spirit Airlines, Inc. [SAVE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/21/2011                           |  | J <sup>(1)</sup>               |   | 8,634,839   | D  | \$ 0 0  |
| Common Stock                    |                                      |  |                                |   | 14,222,091  | I  |   |

See Footnotes (2) (4)

See Footnotes (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Indigo Florida L.P.<br>C/O INDIGO PARTNERS LLC<br>2525 EAST CAMELBACK ROAD, SUITE 800<br>PHOENIX, AZ 85016 | X             | X         |         |       |
| Indigo Miramar LLC<br>C/O INDIGO PARTNERS LLC<br>2525 EAST CAMELBACK ROAD, SUITE 800<br>PHOENIX, AZ 85016  | X             | X         |         |       |
| FRANKE WILLIAM A<br>C/O INDIGO PARTNERS LLC<br>2525 EAST CAMELBACK ROAD, SUITE 800<br>PHOENIX, AZ 85016    | X             | X         |         |       |

## Signatures

/s/Thomas Canfield, as Attorney-in-Fact for Indigo Florida, L.P. 12/22/2011

\_\_Signature of Reporting Person Date

/s/Thomas Canfield, as Attorney-in-Fact for Indigo Miramar LLC 12/22/2011

\_\_Signature of Reporting Person Date

/s/Thomas Canfield, as Attorney-in-Fact for William Franke 12/22/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Indigo Miramar LLC made a pro rata in-kind distribution of an aggregate of 8,634,839 shares of Common Stock of the Issuer to its members for no consideration on December 21, 2011, solely constituting a change in beneficial ownership.

(2) Shares held by Indigo Miramar LLC.

(3) Shares held by Indigo Florida, L.P.

Indigo Pacific Partners LLC is the sole member of Indigo Pacific Capital LLC, which is the general partner of Indigo Pacific Management LP, which is the general partner of Indigo Florida, L.P. Indigo Management LLC is the manager of Indigo Miramar LLC.

(4) William Franke, a member of the Issuer's board of directors, is a managing member of Indigo Pacific Partners LLC and a manager of Indigo Management LLC and shares voting and investment power over the shares held by Indigo Florida, L.P. and by Indigo Miramar LLC. Mr. Franke disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

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

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