

Spirit AeroSystems Holdings, Inc.

Form DEF 14A

March 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

SPIRIT AEROSYSTEMS HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

DEAR FELLOW
STOCKHOLDERS

March 11, 2019

Thomas C.
Gentile III

On behalf of the Board of Directors, we are delighted to invite you to attend the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Spirit AeroSystems Holdings, Inc. (the “Company” or “Spirit”). Details of the business to be conducted at the Annual Meeting are included in the attached Notice of Annual Meeting of Stockholders and accompanying Proxy Statement.

PRESIDENT
AND
CHIEF
EXECUTIVE
OFFICER

While 2018 was a challenging year for Spirit, it was also a time of great learning and adaptation that has prepared us well for success in 2019 and beyond. The majority of issues impacted the Boeing 737 program, driven by rate increases, supplier limitations, and a learning curve transitioning to the 737 MAX. Likewise, on the A350 XWB program, we experienced weather delays and technology complications at our plant in Kinston, N.C. However, thanks to tremendous efforts on all programs by our employees and suppliers, we ended the year back on our master delivery schedule and met our financial targets.

Highlights of 2018 include:

- Reported revenue of \$7.222 billion, up 3% from 2017
- Delivered on our 2018 capital deployment plan, returning significant value to investors through share repurchases and dividends (including a 20% increase in the quarterly cash dividend amount)
- Received multiple innovation and supplier awards from our customers
- Pursued commercial, defense, and fabrication growth opportunities
- Increased research and development efforts and our use of digital technologies
- Signed a new long-term contract with Boeing covering pricing on a range of programs into the next decade
- Engaged with our stockholders and other constituents on various items including strategy, capital deployment, corporate governance, and operational performance

Robert D.
Johnson

CHAIRMAN

In 2019, we will be challenged to continue to meet rate increases and deliver on time and with high quality on all our programs, all while being relentless in safety and cost control. Yet, we remain confident in our ability to have a successful year.

We thank you for your continued support of Spirit and look forward to seeing you at the Annual Meeting.

Notice of
2019 Annual Meeting of Stockholders

3801 S. Oliver St.
Wichita, KS 67210-2112

March 11, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 24, 2019

The Proxy Statement and Annual Report are available at <http://www.proxyvote.com>

The 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Spirit AeroSystems Holdings, Inc. (“Spirit” or the “Company”) will be held:

WEDNESDAY, APRIL 24, 2019

11:00 a.m. Eastern Time

Fairmont Hotel, Dumbarton Room

2401 M St. NW

Washington, DC 20037

Items of business include:

1.
Election of nine nominees as directors;
2.
Advisory vote to approve the compensation of the Company’s named executive officers;
- 3.

Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2019;

4.

The stockholder proposal regarding enhancing proxy access described in this Proxy Statement, if properly presented at the meeting; and

5.

The transaction of any other business that properly comes before the meeting.

Stockholders of record of our Class A Common Stock (the "Common Stock") as of February 25, 2019, are entitled to receive notice of, and may vote at, the Annual Meeting. We are furnishing proxy materials to our stockholders primarily over the internet rather than mailing paper copies. On March 11, 2019, we commenced distributing to our stockholders a Notice Regarding the Availability of Proxy Materials (the "Notice") or a paper copy of the proxy materials and our Annual Report, along with a proxy card or voting information form. The Notice contains instructions on how to access and review the proxy materials, including this Proxy Statement and our Annual Report, on the internet and instructions on how to vote. Stockholders may vote in person at the Annual Meeting or by internet pursuant to the instructions set forth in the Proxy Statement. In addition, if you received a paper copy of the proxy materials, you may vote by completing and returning a proxy card or voting information form, as applicable, pursuant to the instructions set forth in the Proxy Statement.

Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible.

By order of the Board of Directors.

Sincerely,

Stacy Cozad

Senior Vice President, General Counsel, Chief Compliance Officer, and Corporate Secretary

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PROXY STATEMENT SUMMARY

This summary highlights certain information contained elsewhere in the accompanying Proxy Statement. This summary does not contain all the information you should consider before voting your shares. For more complete information regarding the proposals to be voted upon at the Annual Meeting and our 2018 performance, please review the entire Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

We use the terms “Spirit,” the “Company,” “we,” “us,” and “our” in this Proxy Statement to refer to Spirit AeroSystems Holdings, Inc. and its consolidated subsidiaries.

Matters to Be Voted On at the Annual Meeting

Casting Your Vote

Stockholders of record of our Common Stock as of February 25, 2019, may vote their shares using any of the following methods:

	BY INTERNET	BY MAIL	IN PERSON
BY INTERNET	BY INTERNET		
VIA COMPUTER	VIA TABLET OR SMARTPHONE		
Visit www.proxyvote.com		If you received a paper copy of the materials, complete and return the enclosed proxy card or voting instruction form	Vote in person at the Annual Meeting; see “General Information — How Do I Attend the Annual Meeting”

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About Spirit

Quick Spirit Facts

HEADQUARTERS

Wichita, Kansas

PRODUCTS

Fuselages, wing structures, and propulsion systems for commercial and defense aircraft

WORLDWIDE EMPLOYEES

Approximately 17,500

LOCATIONS

Kansas, Oklahoma, North Carolina, Scotland, France, Malaysia

MAJOR CUSTOMERS

Airbus, Boeing, Bell Helicopter, Lockheed Martin (Sikorsky), Mitsubishi Aircraft Corporation, Northrop Grumman, Rolls-Royce

Business Overview

Spirit is a leading tier-one global aerostructures provider. We manufacture large aerostructures, including fuselages, wing structures, engine nacelles, pylons, fan cowls, thrust reversers, and systems integration for the world's premier aircraft. Spirit's capabilities include metal manufacturing and assembly, precision assembly, and composites manufacturing.

Our engineering capabilities, combined with our capacity for high-volume production, have positioned Spirit as a leading aerostructures supplier to both Airbus and Boeing. For Boeing, we manufacture the 737 fuselage, the front section of the 787 fuselage, and otherwise manufacture parts for every Boeing commercial aircraft currently in production. Further, for Airbus, we supply fuselage and wing aerostructures content on the A350 XWB and wing aerostructures content on the A320, A330, and A380. Spirit also supplies aerostructures for various regional and business jet programs, including pylons on the A220 and in-development Mitsubishi Regional Jet, as well as nacelles for Rolls-Royce engines used on Gulfstream aircraft.

In addition to producing aerostructures for commercial aircraft, Spirit designs, engineers, and manufactures structural components for military programs. We have been awarded a significant amount of work for Boeing's P-8, C-40, and KC-46 tanker, all of which are commercial aircraft modified for military use. We are also involved in the development and production of various parts for the Sikorsky CH-53K heavy-lift helicopter and Bell V-280 tiltrotor aircraft. In addition, Spirit is proud to be a member of the Northrop Grumman B-21 Raider industry team. Spirit has invested heavily in research and development labs that enable us to deliver innovation and value on defense programs.

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Spirit Values and Fundamental Behaviors

Values

At Spirit, we believe that culture and values play a determining role in the success of corporate strategy. Values are demonstrated in the way we think, act, and ultimately achieve results.

Transparency

I am open, honest, and respectful with my communication. I speak up to share my ideas and build trust by making my intentions clear.

Collaboration

I align my actions with others, so we work together to achieve the best outcome in everything we do.

Inspiration

I encourage the best from others, and I lead by example to ensure innovation is a component of our success.
Fundamental Behaviors

Safety	Our employees are our greatest asset. We are committed to conducting our operations in a manner that prioritizes the safety and continued health of our employees and other workers. We are committed to continual assessment, training, and investment to execute our safety goals and reduce injuries and incidents.
Quality	We are committed to continually improving our quality and delivering on or exceeding our customers' quality expectations.
On-Time Delivery	Aside from safety and quality, successful on-time delivery is our goal. The success of our customers depends on our ability to meet their delivery expectations consistently.
Customer Focused	Being a trusted partner to our customers is essential to our ability to win profitable new business. We focus on our customers by meeting our operational commitments and working alongside our customers to develop innovative solutions to their challenges. We are committed to continually investing in new technologies to improve quality, lower costs, and increase production capabilities, in a mutually beneficial way.

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Corporate Citizenship