

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/17/2005</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 06/17/2005			
1b Three-digit plan number (PN) ▶	001						
1c Effective date of plan 06/17/2005							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SPIRIT AEROSYSTEMS HOLDINGS, INC. 3801 S. OLIVER WICHITA, KS 67210	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) 20-2436320</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 316-523-5730</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 551112</td> </tr> </table>	2b Employer Identification Number (EIN) 20-2436320		2c Sponsor's telephone number 316-523-5730		2d Business code (see instructions) 551112	
2b Employer Identification Number (EIN) 20-2436320							
2c Sponsor's telephone number 316-523-5730							
2d Business code (see instructions) 551112							

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	SUZANNE SCOTT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	SUZANNE SCOTT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	11058
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	9499
b Retired or separated participants receiving benefits		6b	11
c Other retired or separated participants entitled to future benefits.....		6c	1101
d Subtotal. Add lines 6a , 6b , and 6c		6d	10611
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	40
f Total. Add lines 6d and 6e		6f	10651
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	6145
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	197
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPIRIT AEROSYSTEMS HOLDINGS, INC.	D Employer Identification Number (EIN) 20-2436320	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ING INSTITUTIONAL PLAN SERVICES

04-3516284

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ING ADVISORS LLC

22-1862786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	INVEST ADVISOR	154783	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ING INSTITUTIONAL PLAN SERVICES

04-3516284

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 99	RECORD KEEPER	59230	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

<p>A Name of plan <u>SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>001</u></p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SPIRIT AEROSYSTEMS HOLDINGS, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>20-2436320</u></p>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA RUSSELL 2000 INDEX</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>04-0025081-013</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38568403</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA PASSIVE BOND MARKET</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>04-0025081-071</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18823527</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET INCOME</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>90-0337987-186</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1730489</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2010</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>90-0337987-188</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7034056</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2015</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>90-0337987-190</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4677499</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2020</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>90-0337987-192</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>55374854</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2025</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u></p>		
<p>c EIN-PN <u>90-0337987-194</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6096305</u></p>

a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA TARGET 2030](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-196	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31779818
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA TARGET 2035](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-198	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2018826
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA TARGET 2040](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-200	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19200074
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA TARGET 2045](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-202	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 898232
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA TARGET 2050](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-204	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2430277
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA S&P 500 INDEX](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-306	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59457202
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA S&P MID CAP 400 INDEX](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-176	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52630208
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA US INFLATION PROTECTED BOND IN](#)**b** Name of sponsor of entity listed in (a): [STATE STREET GLOBAL ADVISORS](#)

c EIN-PN 90-0337987-168	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3155828
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPIRIT AEROSYSTEMS HOLDINGS, INC.</u>		D Employer Identification Number (EIN) <u>20-2436320</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	1885597317127805
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property).....		1c(6)	
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	2036141017673436
(9) Value of interest in common/collective trusts		1c(9)	239305183303875598
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	
(12) Value of interest in 103-12 investment entities.....		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	305872513335749082
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	584395079	674425921

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	584395079	674425921
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	36948041	
(B) Participants	2a(1)(B)	38196120	
(C) Others (including rollovers)	2a(1)(C)	2643431	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		77787592

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	627804	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		627804

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12859623	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12859623

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		53809658
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		28809790
c Other income.....	2c		61637
d Total income. Add all income amounts in column (b) and enter total.....	2d		173956104

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	83560821	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		83560821
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		150428
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	214013	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		214013
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		83925262

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		90030842
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ALLEN GIBBS & HOULIK L.C.

(2) EIN: 48-1032601

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPIRIT AEROSYSTEMS HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>20-2436320</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

***SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN***

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2013

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All other supplemental schedules required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted as they are not applicable.

*This is a copy of the Plan's annual financial statements reproduced
from an electronic file. An original copy of this document
is available at the Company's office.*

INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee
Spirit Aerosystems Holdings, Inc.
Retirement and Savings Plan
Wichita, KS

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by ING National Trust, the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Allen, Gibbs & Houlik, L.C.
CERTIFIED PUBLIC ACCOUNTANTS

October 14, 2014
Wichita, Kansas

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>17,439,131</u>	<u>20,122,692</u>
Contribution receivables		
Company additional contribution	11,221,907	12,082,120
Company transitional contribution	<u>5,905,898</u>	<u>6,773,853</u>
Total contribution receivables	<u>17,127,805</u>	<u>18,855,973</u>
Net assets available for benefits at fair value	675,315,078	588,364,089
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,123,462)</u>	<u>(4,207,728)</u>
Net assets available for benefits	<u>\$ 674,191,616</u>	<u>\$ 584,156,361</u>

The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 82,619,448
Interest and dividends	12,859,623
Other income	61,637

95,540,708

Interest income on notes receivable from participants	627,804
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Contributions:

Participant	38,196,120
Company match	19,820,236
Company additional	11,221,907
Company transitional	5,905,898
Rollovers	2,643,431

77,787,592

Total additions	173,956,104
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Deductions from net assets attributed to:

Benefits paid	83,706,836
Administrative fees	214,013

Total deductions	83,920,849
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Net increase	90,035,255
---------------------	-------------------

Net assets available for benefits:

Beginning of year	584,156,361
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End of year	\$ 674,191,616
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The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General - Spirit Aerosystems Holdings, Inc. (Company) established the Plan on June 17, 2005. The Plan covers all eligible employees of Spirit Aerosystems Holdings, Inc., except for employees covered by collective bargaining agreements which provide for the exclusion from participation in the Plan. Eligible employees can become participants in the Plan as of the entry date coincident with the participant's date of hire by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may make pre-tax and after-tax contributions up to 50% and 15%, respectively, of compensation as defined in the Plan up to a maximum allowed by the Internal Revenue Service. However, in no event shall the sum of such participant's pre-tax and after-tax contributions exceed 50% of compensation. The Company provides matching contributions equal to 75% up to 8% of all eligible participants' contributions. The Plan also accepts rollover contributions from certain other qualified plans for eligible participants.

The Company also makes additional contributions as of the last day of the year for participants who are credited with a year of vesting service and are employed on the last day of the year. The additional contributions are a fixed percentage, ranging from 1.0% to 4.5% of compensation depending upon union status and the participant's attained age and years of vesting service on the last day of the year.

In addition, the Company makes transition contributions as of the last day of the year for participants who are credited with a year of vesting service, are employed on the last day of the year, who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are either non-union participants or participants represented by either the Society of Professional Engineering Employees in Aerospace, Wichita Engineering Unit (WEU), or Society of Professional Engineering Employees in Aerospace, Wichita Technical and Professional Unit (WTPU). The transition contributions are a fixed percentage, ranging from 1.5% to 3.5%, of compensation for the year based on the participant's years of vesting service as of June 17, 2005.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of: (a) the Company's matching contribution, (b) the Company's additional contribution, (c) the Company's transitional contribution, and (d) Plan earnings, and are charged with an allocation of certain administrative expenses. Allocations are based on weighted average of account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their elective deferral and Company match contributions plus actual earnings thereon. Vesting in the Company's additional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 2 years, 0%; 2 years but less than 3 years, 25%; 3 years but less than 4 years, 50%; 4 years but less than 5 years, 75%; and 5 years or more, 100%. Vesting in the Company's transitional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 3 years, 0%; greater than 3 years, 100%.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant's account and bear interest at a reasonable rate, generally the prime rate at the inception of the note, but not more than the maximum rate permitted by law. Principal and interest are generally paid through payroll deductions. Notes receivable from participants are measured as their unpaid principal plus accrued but unpaid interest.

A note is considered in default and treated as a distribution for financial statement purposes after the last day of a calendar quarter following the quarter in which a required payment remains unpaid.

Retirement Age - Normal retirement age is 65 years of age.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or periodic installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution at their request. The exception is for account balances less than \$1,000. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

The Plan also permits hardship distributions if an immediate and heavy financial need exists based on certain needs as defined in the Plan.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$288,283 and \$160,104, respectively. These accounts are used to reduce future employer contributions. In 2013, employer contributions were reduced by \$216,397 from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on accrual basis.

As described in Financial Accounting Standards Board (FASB) guidance regarding fully benefit-responsive investments, investment contracts and similar instruments held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Wells Fargo Stable Value Fund, which is guaranteed under assets of Wells Fargo Bank. The statements of net assets available for benefits are required to present the fair value of the investment in the contract as well as the adjustment of the investment in the contract from fair value to contract value relating to the investment contract. As of December 31, 2013 and 2012, fair value was adjusted by \$1,123,462 and \$4,207,728, respectively.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Company provides certain administrative services and pays administrative expenses on behalf of the Plan. Participants are charged transaction fees for certain services.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect: (1) the reported amounts of assets and liabilities, (2) disclosures such as contingencies, and (3) the reported amounts of revenues and expenses included in such financial statements. Actual results could differ from those estimates

Subsequent Events - These financial statements considered subsequent events through October 14, 2014, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the information as of December 31, 2013 and 2012 and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate.

Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information below, fair values in Note 4 and the supplemental schedule related to the following information.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) (CONTINUED)

The following table presents assets in this Plan that were certified by the Trustee. Single assets representing more than 5% of the Plan's net assets at December 31, 2013 and 2012, are separately identified:

	2013	2012
Investments:		
Wells Fargo Stable Return Fund	\$ 141,414,384	\$ 149,212,787
Dodge & Cox International Stock Fund	46,875,615	38,039,851
SSgA Target Retirement 2020	55,374,854	48,489,482
SSgA S&P 500 Index Fund	59,457,202	42,326,923
SSgA S&P Mid-Cap 400 Index	52,630,208	38,978,492
Vanguard Total International Stock Index Fund	35,123,016	30,228,270
Hartford Mid-Cap Fund	36,991,471	22,843,254*
SSgA Russell 2000 Index Fund	38,568,403	23,782,595*
Other, each less than 5%	174,312,989	155,483,770
Total	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>\$ 17,439,131*</u>	<u>\$ 20,122,692*</u>

*Does not represent 5% of the Plan's net assets at December 31.

The Trustee also certified the following for the year ended December 31, 2013:

Net change in fair value of investments	\$ 82,619,448
Dividends, interest and other income	<u>13,549,064</u>
	<u>\$ 96,168,512</u>

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) guidance for fair value establishes a framework for measuring fair value under current accounting pronouncements that require or permit fair value measurement and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are valued in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are valued using the NAV provided by the Administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Below are the Plan's financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described previously.

Investments at Fair Value as of December 31, 2013					Fair Value (Unaudited)
	Level 1	Level 2	Level 3		
Mutual funds					
Foreign large blend	\$ 35,123,016	\$ --	\$ --	\$	35,123,016
Foreign large value	46,875,615	--	--		46,875,615
Small blend	26,221,695	--	--		26,221,695
Mid-cap blend	36,991,471	--	--		36,991,471
Large blend	30,657,000	--	--		30,657,000
Bond	19,589,362	--	--		19,589,362
Collective investment trusts					
Bond	--	18,823,527	--		18,823,527
TIPS	--	3,155,828	--		3,155,828
Large blend	--	59,457,202	--		59,457,202
Mid-cap blend	--	52,630,208	--		52,630,208
Small blend	--	38,568,403	--		38,568,403
Asset allocation	--	131,240,431	--		131,240,431
Stable return	--	141,414,384	--		141,414,384
	<u>\$ 195,458,159</u>	<u>\$ 445,289,983</u>	<u>\$ --</u>		<u>\$ 640,748,142</u>

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Investments at Fair Value as of December 31, 2012					Fair Value (Unaudited)
	Level 1	Level 2	Level 3		
Mutual funds					
Foreign large blend	\$ 30,228,270	\$ --	\$ --		\$ 30,228,270
Foreign large value	38,039,851	--	--		38,039,851
Small blend	19,542,730	--	--		19,542,730
Mid-cap blend	22,843,254	--	--		22,843,254
Large blend	22,186,449	--	--		22,186,449
Bond	28,026,900	--	--		28,026,900
Collective investment trusts					
Bond	--	20,016,308	--		20,016,308
TIPS	--	7,684,840	--		7,684,840
Large blend	--	42,326,923	--		42,326,923
Mid-cap blend	--	38,978,492	--		38,978,492
Small blend	--	23,782,595	--		23,782,595
Asset allocation	--	106,516,025	--		106,516,025
Stable return	--	149,212,787	--		149,212,787
	<u>\$ 160,867,454</u>	<u>\$ 388,517,970</u>	<u>\$ --</u>		<u>\$ 549,385,424</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

	2013 Fair Value (Unaudited)	2012 Fair Value (Unaudited)	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Commingled funds:					
Bond (a)	\$ 18,823,527	\$ 20,016,308	None	Daily	None
TIPS (b)	3,155,828	7,684,840	None	Daily	None
Large blend (c)	59,457,202	42,326,923	None	Daily	None
Mid-cap blend (d)	52,630,208	38,978,492	None	Daily	None
Small blend (e)	38,568,403	23,782,595	None	Daily	None
Asset allocation (f)	131,240,431	106,516,025	None	Daily	None
Stable return (g)	141,414,384	149,212,787	None	Daily	None
	<u>\$ 445,289,983</u>	<u>\$ 388,517,970</u>			

(a) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in the securities comprising the Barclays Capital U.S. Aggregate Bond Index in the same proportions as they are represented in the Barclays Capital U.S. Aggregate Bond Index.

(b) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays U.S. Treasury Inflation Protected Securities Index over the long term by investing in securities comprising the Barclays U.S. Treasury Inflation Protected Securities Index in the same proportions as they are represented in the Barclays U.S. Treasury Inflation Protected Securities Index.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

(c) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 500 Index by investing substantially all of its assets in the Portfolio, the "master fund" that has the same investment objective as, and investment policies that are substantially similar to those of, the fund.

(d) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 400 Index over the long term by investing in securities comprising the Standard & Poor's 400 Index in the same proportions as they are represented in the Standard & Poor's 400 Index.

(e) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000 Index over the long term by investing in securities comprising the Russell 2000 Index in the same proportions as they are represented in the Russell 2000 Index.

(f) This investment category seeks to provide an appropriate balanced fund that matches the participants with their time horizon to retirement by investing in other investment funds which have characteristics consistent with the funds overall investment strategy.

(g) This investment category seeks to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle by actively managing a diversified portfolio of investment contracts, and the associated portfolio of underlying assets

5. PARTY-IN-INTEREST TRANSACTIONS

Certain assets are managed by ING National Trust (Trustee of the Plan). As such, these transactions qualify as party-in-interest transactions.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per these financial statements	\$ 674,191,616	\$ 584,156,361
Notes receivable from participants considered defaulted	<u>234,305</u>	<u>238,718</u>
Net assets available for benefits per Form 5500	<u>\$ 674,425,921</u>	<u>\$ 584,395,079</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2013:

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

	<u>2013</u>
Net increase in net assets available for benefits per these financial statements	\$ 90,035,255
Notes receivable from participants considered defaulted:	
Beginning of year	(238,718)
End of year	<u>234,305</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 90,030,842</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions and terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in the Company's contributions to their accounts.

8. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 24, 2012, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Tax years that remain subject to examination in the Plan's major tax jurisdictions are 2010, 2011, 2012, and 2013.

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Mutual funds:	
Foreign large blend:	
Vanguard Total International Stock Index Fund	\$ 35,123,016
Foreign large value:	
Dodge and Cox International Stock Fund	46,875,615
Small blend:	
* ING Small Company Portfolio	26,221,695
Mid-cap blend:	
Hartford Mid-Cap Fund	36,991,471
Large blend:	
Victory Diversified Stock Fund	30,657,000
Bond:	
PIMCO Total Return Fund	19,589,362
Total mutual funds	195,458,159
Collective investment trusts:	
Bond:	
SSgA Passive Bond Market Index Fund	18,823,527
TIPS:	
SSgA US Inflation Protected Bond Index Fund	3,155,828
Large blend:	
SSgA S&P 500 Index Fund	59,457,202
Mid-cap blend:	
SSgA S&P Mid-Cap 400 Index	52,630,208
Small blend:	
SSgA Russell 2000 Index Fund	38,568,403

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Asset allocation:	
SSgA Target Retirement Income	\$ 1,730,489
SSgA Target Retirement 2010	7,034,056
SSgA Target Retirement 2015	4,677,499
SSgA Target Retirement 2020	55,374,854
SSgA Target Retirement 2025	6,096,305
SSgA Target Retirement 2030	31,779,818
SSgA Target Retirement 2035	2,018,826
SSgA Target Retirement 2040	19,200,074
SSgA Target Retirement 2045	898,233
SSgA Target Retirement 2050	2,430,277
	<u>131,240,431</u>
Stable return:	
Wells Fargo Stable Return Fund	<u>141,414,384</u>
Total collective investment trusts:	<u>445,289,983</u>
	<u><u>\$ 640,748,142</u></u>
 * Notes receivable from Participants	
(2,006 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2021)	<u><u>\$ 17,439,131</u></u>

*Party-in-interest

***SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN***

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2013

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All other supplemental schedules required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted as they are not applicable.

*This is a copy of the Plan's annual financial statements reproduced
from an electronic file. An original copy of this document
is available at the Company's office.*

INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee
Spirit Aerosystems Holdings, Inc.
Retirement and Savings Plan
Wichita, KS

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by ING National Trust, the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Allen, Gibbs & Houlik, L.C.
CERTIFIED PUBLIC ACCOUNTANTS

October 14, 2014
Wichita, Kansas

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>17,439,131</u>	<u>20,122,692</u>
Contribution receivables		
Company additional contribution	11,221,907	12,082,120
Company transitional contribution	<u>5,905,898</u>	<u>6,773,853</u>
Total contribution receivables	<u>17,127,805</u>	<u>18,855,973</u>
Net assets available for benefits at fair value	675,315,078	588,364,089
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,123,462)</u>	<u>(4,207,728)</u>
Net assets available for benefits	<u><u>\$ 674,191,616</u></u>	<u><u>\$ 584,156,361</u></u>

The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 82,619,448
Interest and dividends	12,859,623
Other income	61,637

95,540,708

Interest income on notes receivable from participants	<u>627,804</u>
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Contributions:

Participant	38,196,120
Company match	19,820,236
Company additional	11,221,907
Company transitional	5,905,898
Rollovers	2,643,431

77,787,592

Total additions	<u>173,956,104</u>
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Deductions from net assets attributed to:

Benefits paid	83,706,836
Administrative fees	214,013

Total deductions	<u>83,920,849</u>
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Net increase	<u>90,035,255</u>
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Net assets available for benefits:

Beginning of year	<u>584,156,361</u>
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End of year	<u>\$ 674,191,616</u>
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The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General - Spirit Aerosystems Holdings, Inc. (Company) established the Plan on June 17, 2005. The Plan covers all eligible employees of Spirit Aerosystems Holdings, Inc., except for employees covered by collective bargaining agreements which provide for the exclusion from participation in the Plan. Eligible employees can become participants in the Plan as of the entry date coincident with the participant's date of hire by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may make pre-tax and after-tax contributions up to 50% and 15%, respectively, of compensation as defined in the Plan up to a maximum allowed by the Internal Revenue Service. However, in no event shall the sum of such participant's pre-tax and after-tax contributions exceed 50% of compensation. The Company provides matching contributions equal to 75% up to 8% of all eligible participants' contributions. The Plan also accepts rollover contributions from certain other qualified plans for eligible participants.

The Company also makes additional contributions as of the last day of the year for participants who are credited with a year of vesting service and are employed on the last day of the year. The additional contributions are a fixed percentage, ranging from 1.0% to 4.5% of compensation depending upon union status and the participant's attained age and years of vesting service on the last day of the year.

In addition, the Company makes transition contributions as of the last day of the year for participants who are credited with a year of vesting service, are employed on the last day of the year, who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are either non-union participants or participants represented by either the Society of Professional Engineering Employees in Aerospace, Wichita Engineering Unit (WEU), or Society of Professional Engineering Employees in Aerospace, Wichita Technical and Professional Unit (WTPU). The transition contributions are a fixed percentage, ranging from 1.5% to 3.5%, of compensation for the year based on the participant's years of vesting service as of June 17, 2005.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of: (a) the Company's matching contribution, (b) the Company's additional contribution, (c) the Company's transitional contribution, and (d) Plan earnings, and are charged with an allocation of certain administrative expenses. Allocations are based on weighted average of account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their elective deferral and Company match contributions plus actual earnings thereon. Vesting in the Company's additional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 2 years, 0%; 2 years but less than 3 years, 25%; 3 years but less than 4 years, 50%; 4 years but less than 5 years, 75%; and 5 years or more, 100%. Vesting in the Company's transitional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 3 years, 0%; greater than 3 years, 100%.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant's account and bear interest at a reasonable rate, generally the prime rate at the inception of the note, but not more than the maximum rate permitted by law. Principal and interest are generally paid through payroll deductions. Notes receivable from participants are measured as their unpaid principal plus accrued but unpaid interest.

A note is considered in default and treated as a distribution for financial statement purposes after the last day of a calendar quarter following the quarter in which a required payment remains unpaid.

Retirement Age - Normal retirement age is 65 years of age.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or periodic installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution at their request. The exception is for account balances less than \$1,000. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

The Plan also permits hardship distributions if an immediate and heavy financial need exists based on certain needs as defined in the Plan.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$288,283 and \$160,104, respectively. These accounts are used to reduce future employer contributions. In 2013, employer contributions were reduced by \$216,397 from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on accrual basis.

As described in Financial Accounting Standards Board (FASB) guidance regarding fully benefit-responsive investments, investment contracts and similar instruments held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Wells Fargo Stable Value Fund, which is guaranteed under assets of Wells Fargo Bank. The statements of net assets available for benefits are required to present the fair value of the investment in the contract as well as the adjustment of the investment in the contract from fair value to contract value relating to the investment contract. As of December 31, 2013 and 2012, fair value was adjusted by \$1,123,462 and \$4,207,728, respectively.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Company provides certain administrative services and pays administrative expenses on behalf of the Plan. Participants are charged transaction fees for certain services.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect: (1) the reported amounts of assets and liabilities, (2) disclosures such as contingencies, and (3) the reported amounts of revenues and expenses included in such financial statements. Actual results could differ from those estimates

Subsequent Events - These financial statements considered subsequent events through October 14, 2014, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the information as of December 31, 2013 and 2012 and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate.

Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information below, fair values in Note 4 and the supplemental schedule related to the following information.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) (CONTINUED)

The following table presents assets in this Plan that were certified by the Trustee. Single assets representing more than 5% of the Plan's net assets at December 31, 2013 and 2012, are separately identified:

	2013	2012
Investments:		
Wells Fargo Stable Return Fund	\$ 141,414,384	\$ 149,212,787
Dodge & Cox International Stock Fund	46,875,615	38,039,851
SSgA Target Retirement 2020	55,374,854	48,489,482
SSgA S&P 500 Index Fund	59,457,202	42,326,923
SSgA S&P Mid-Cap 400 Index	52,630,208	38,978,492
Vanguard Total International Stock Index Fund	35,123,016	30,228,270
Hartford Mid-Cap Fund	36,991,471	22,843,254*
SSgA Russell 2000 Index Fund	38,568,403	23,782,595*
Other, each less than 5%	174,312,989	155,483,770
Total	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>\$ 17,439,131*</u>	<u>\$ 20,122,692*</u>

*Does not represent 5% of the Plan's net assets at December 31.

The Trustee also certified the following for the year ended December 31, 2013:

Net change in fair value of investments	\$ 82,619,448
Dividends, interest and other income	<u>13,549,064</u>
	<u>\$ 96,168,512</u>

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) guidance for fair value establishes a framework for measuring fair value under current accounting pronouncements that require or permit fair value measurement and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are valued in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are valued using the NAV provided by the Administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Below are the Plan's financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described previously.

	Investments at Fair Value as of December 31, 2013			Fair Value (Unaudited)
	Level 1	Level 2	Level 3	
Mutual funds				
Foreign large blend	\$ 35,123,016	\$ --	\$ --	\$ 35,123,016
Foreign large value	46,875,615	--	--	46,875,615
Small blend	26,221,695	--	--	26,221,695
Mid-cap blend	36,991,471	--	--	36,991,471
Large blend	30,657,000	--	--	30,657,000
Bond	19,589,362	--	--	19,589,362
Collective investment trusts				
Bond	--	18,823,527	--	18,823,527
TIPS	--	3,155,828	--	3,155,828
Large blend	--	59,457,202	--	59,457,202
Mid-cap blend	--	52,630,208	--	52,630,208
Small blend	--	38,568,403	--	38,568,403
Asset allocation	--	131,240,431	--	131,240,431
Stable return	--	141,414,384	--	141,414,384
	<u>\$ 195,458,159</u>	<u>\$ 445,289,983</u>	<u>\$ --</u>	<u>\$ 640,748,142</u>

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Investments at Fair Value as of December 31, 2012					Fair Value (Unaudited)
	Level 1	Level 2	Level 3		
Mutual funds					
Foreign large blend	\$ 30,228,270	\$ --	\$ --	\$	30,228,270
Foreign large value	38,039,851	--	--		38,039,851
Small blend	19,542,730	--	--		19,542,730
Mid-cap blend	22,843,254	--	--		22,843,254
Large blend	22,186,449	--	--		22,186,449
Bond	28,026,900	--	--		28,026,900
Collective investment trusts					
Bond	--	20,016,308	--		20,016,308
TIPS	--	7,684,840	--		7,684,840
Large blend	--	42,326,923	--		42,326,923
Mid-cap blend	--	38,978,492	--		38,978,492
Small blend	--	23,782,595	--		23,782,595
Asset allocation	--	106,516,025	--		106,516,025
Stable return	--	149,212,787	--		149,212,787
	<u>\$ 160,867,454</u>	<u>\$ 388,517,970</u>	<u>\$ --</u>		<u>\$ 549,385,424</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

	2013 Fair Value (Unaudited)	2012 Fair Value (Unaudited)	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Commingled funds:					
Bond (a)	\$ 18,823,527	\$ 20,016,308	None	Daily	None
TIPS (b)	3,155,828	7,684,840	None	Daily	None
Large blend (c)	59,457,202	42,326,923	None	Daily	None
Mid-cap blend (d)	52,630,208	38,978,492	None	Daily	None
Small blend (e)	38,568,403	23,782,595	None	Daily	None
Asset allocation (f)	131,240,431	106,516,025	None	Daily	None
Stable return (g)	141,414,384	149,212,787	None	Daily	None
	<u>\$ 445,289,983</u>	<u>\$ 388,517,970</u>			

(a) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in the securities comprising the Barclays Capital U.S. Aggregate Bond Index in the same proportions as they are represented in the Barclays Capital U.S. Aggregate Bond Index.

(b) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays U.S. Treasury Inflation Protected Securities Index over the long term by investing in securities comprising the Barclays U.S. Treasury Inflation Protected Securities Index in the same proportions as they are represented in the Barclays U.S. Treasury Inflation Protected Securities Index.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

(c) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 500 Index by investing substantially all of its assets in the Portfolio, the "master fund" that has the same investment objective as, and investment policies that are substantially similar to those of, the fund.

(d) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 400 Index over the long term by investing in securities comprising the Standard & Poor's 400 Index in the same proportions as they are represented in the Standard & Poor's 400 Index.

(e) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000 Index over the long term by investing in securities comprising the Russell 2000 Index in the same proportions as they are represented in the Russell 2000 Index.

(f) This investment category seeks to provide an appropriate balanced fund that matches the participants with their time horizon to retirement by investing in other investment funds which have characteristics consistent with the funds overall investment strategy.

(g) This investment category seeks to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle by actively managing a diversified portfolio of investment contracts, and the associated portfolio of underlying assets

5. PARTY-IN-INTEREST TRANSACTIONS

Certain assets are managed by ING National Trust (Trustee of the Plan). As such, these transactions qualify as party-in-interest transactions.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per these financial statements	\$ 674,191,616	\$ 584,156,361
Notes receivable from participants considered defaulted	<u>234,305</u>	<u>238,718</u>
Net assets available for benefits per Form 5500	<u>\$ 674,425,921</u>	<u>\$ 584,395,079</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2013:

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

	<u>2013</u>
Net increase in net assets available for benefits per these financial statements	\$ 90,035,255
Notes receivable from participants considered defaulted:	
Beginning of year	(238,718)
End of year	<u>234,305</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 90,030,842</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions and terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in the Company's contributions to their accounts.

8. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 24, 2012, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Tax years that remain subject to examination in the Plan's major tax jurisdictions are 2010, 2011, 2012, and 2013.

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Mutual funds:	
Foreign large blend:	
Vanguard Total International Stock Index Fund	\$ 35,123,016
Foreign large value:	
Dodge and Cox International Stock Fund	46,875,615
Small blend:	
* ING Small Company Portfolio	26,221,695
Mid-cap blend:	
Hartford Mid-Cap Fund	36,991,471
Large blend:	
Victory Diversified Stock Fund	30,657,000
Bond:	
PIMCO Total Return Fund	19,589,362
Total mutual funds	195,458,159
Collective investment trusts:	
Bond:	
SSgA Passive Bond Market Index Fund	18,823,527
TIPS:	
SSgA US Inflation Protected Bond Index Fund	3,155,828
Large blend:	
SSgA S&P 500 Index Fund	59,457,202
Mid-cap blend:	
SSgA S&P Mid-Cap 400 Index	52,630,208
Small blend:	
SSgA Russell 2000 Index Fund	38,568,403

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Asset allocation:	
SSgA Target Retirement Income	\$ 1,730,489
SSgA Target Retirement 2010	7,034,056
SSgA Target Retirement 2015	4,677,499
SSgA Target Retirement 2020	55,374,854
SSgA Target Retirement 2025	6,096,305
SSgA Target Retirement 2030	31,779,818
SSgA Target Retirement 2035	2,018,826
SSgA Target Retirement 2040	19,200,074
SSgA Target Retirement 2045	898,233
SSgA Target Retirement 2050	2,430,277
	<u>131,240,431</u>
Stable return:	
Wells Fargo Stable Return Fund	<u>141,414,384</u>
Total collective investment trusts:	<u>445,289,983</u>
	<u><u>\$ 640,748,142</u></u>
* Notes receivable from Participants	
(2,006 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2021)	<u><u>\$ 17,439,131</u></u>

*Party-in-interest

***SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN***

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2013

WITH

INDEPENDENT AUDITOR'S REPORT

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2013

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All other supplemental schedules required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted as they are not applicable.

*This is a copy of the Plan's annual financial statements reproduced
from an electronic file. An original copy of this document
is available at the Company's office.*

INDEPENDENT AUDITOR'S REPORT

To the Retirement Committee
Spirit Aerosystems Holdings, Inc.
Retirement and Savings Plan
Wichita, KS

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by ING National Trust, the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Allen, Gibbs & Houlik, L.C.
CERTIFIED PUBLIC ACCOUNTANTS

October 14, 2014
Wichita, Kansas

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments, at fair value	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>17,439,131</u>	<u>20,122,692</u>
Contribution receivables		
Company additional contribution	11,221,907	12,082,120
Company transitional contribution	<u>5,905,898</u>	<u>6,773,853</u>
Total contribution receivables	<u>17,127,805</u>	<u>18,855,973</u>
Net assets available for benefits at fair value	675,315,078	588,364,089
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,123,462)</u>	<u>(4,207,728)</u>
Net assets available for benefits	<u><u>\$ 674,191,616</u></u>	<u><u>\$ 584,156,361</u></u>

The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 82,619,448
Interest and dividends	12,859,623
Other income	61,637

95,540,708

Interest income on notes receivable from participants	<u>627,804</u>
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Contributions:

Participant	38,196,120
Company match	19,820,236
Company additional	11,221,907
Company transitional	5,905,898
Rollovers	2,643,431

77,787,592

Total additions	<u>173,956,104</u>
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Deductions from net assets attributed to:

Benefits paid	83,706,836
Administrative fees	214,013

Total deductions	<u>83,920,849</u>
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Net increase	<u>90,035,255</u>
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Net assets available for benefits:

Beginning of year	<u>584,156,361</u>
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End of year	<u>\$ 674,191,616</u>
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The accompanying notes are an integral
part of these financial statements.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of Spirit Aerosystems Holdings, Inc. Retirement and Savings Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General - Spirit Aerosystems Holdings, Inc. (Company) established the Plan on June 17, 2005. The Plan covers all eligible employees of Spirit Aerosystems Holdings, Inc., except for employees covered by collective bargaining agreements which provide for the exclusion from participation in the Plan. Eligible employees can become participants in the Plan as of the entry date coincident with the participant's date of hire by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants may make pre-tax and after-tax contributions up to 50% and 15%, respectively, of compensation as defined in the Plan up to a maximum allowed by the Internal Revenue Service. However, in no event shall the sum of such participant's pre-tax and after-tax contributions exceed 50% of compensation. The Company provides matching contributions equal to 75% up to 8% of all eligible participants' contributions. The Plan also accepts rollover contributions from certain other qualified plans for eligible participants.

The Company also makes additional contributions as of the last day of the year for participants who are credited with a year of vesting service and are employed on the last day of the year. The additional contributions are a fixed percentage, ranging from 1.0% to 4.5% of compensation depending upon union status and the participant's attained age and years of vesting service on the last day of the year.

In addition, the Company makes transition contributions as of the last day of the year for participants who are credited with a year of vesting service, are employed on the last day of the year, who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are either non-union participants or participants represented by either the Society of Professional Engineering Employees in Aerospace, Wichita Engineering Unit (WEU), or Society of Professional Engineering Employees in Aerospace, Wichita Technical and Professional Unit (WTPU). The transition contributions are a fixed percentage, ranging from 1.5% to 3.5%, of compensation for the year based on the participant's years of vesting service as of June 17, 2005.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of: (a) the Company's matching contribution, (b) the Company's additional contribution, (c) the Company's transitional contribution, and (d) Plan earnings, and are charged with an allocation of certain administrative expenses. Allocations are based on weighted average of account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their elective deferral and Company match contributions plus actual earnings thereon. Vesting in the Company's additional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 2 years, 0%; 2 years but less than 3 years, 25%; 3 years but less than 4 years, 50%; 4 years but less than 5 years, 75%; and 5 years or more, 100%. Vesting in the Company's transitional contributions plus earnings thereon is based upon years of service, as defined by the Plan as follows: Less than 3 years, 0%; greater than 3 years, 100%.

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant's account and bear interest at a reasonable rate, generally the prime rate at the inception of the note, but not more than the maximum rate permitted by law. Principal and interest are generally paid through payroll deductions. Notes receivable from participants are measured as their unpaid principal plus accrued but unpaid interest.

A note is considered in default and treated as a distribution for financial statement purposes after the last day of a calendar quarter following the quarter in which a required payment remains unpaid.

Retirement Age - Normal retirement age is 65 years of age.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or periodic installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution at their request. The exception is for account balances less than \$1,000. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

The Plan also permits hardship distributions if an immediate and heavy financial need exists based on certain needs as defined in the Plan.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$288,283 and \$160,104, respectively. These accounts are used to reduce future employer contributions. In 2013, employer contributions were reduced by \$216,397 from forfeited nonvested accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on accrual basis.

As described in Financial Accounting Standards Board (FASB) guidance regarding fully benefit-responsive investments, investment contracts and similar instruments held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Wells Fargo Stable Value Fund, which is guaranteed under assets of Wells Fargo Bank. The statements of net assets available for benefits are required to present the fair value of the investment in the contract as well as the adjustment of the investment in the contract from fair value to contract value relating to the investment contract. As of December 31, 2013 and 2012, fair value was adjusted by \$1,123,462 and \$4,207,728, respectively.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Company provides certain administrative services and pays administrative expenses on behalf of the Plan. Participants are charged transaction fees for certain services.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect: (1) the reported amounts of assets and liabilities, (2) disclosures such as contingencies, and (3) the reported amounts of revenues and expenses included in such financial statements. Actual results could differ from those estimates

Subsequent Events - These financial statements considered subsequent events through October 14, 2014, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the information as of December 31, 2013 and 2012 and for the year ended December 31, 2013, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate.

Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information below, fair values in Note 4 and the supplemental schedule related to the following information.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED) (CONTINUED)

The following table presents assets in this Plan that were certified by the Trustee. Single assets representing more than 5% of the Plan's net assets at December 31, 2013 and 2012, are separately identified:

	2013	2012
Investments:		
Wells Fargo Stable Return Fund	\$ 141,414,384	\$ 149,212,787
Dodge & Cox International Stock Fund	46,875,615	38,039,851
SSgA Target Retirement 2020	55,374,854	48,489,482
SSgA S&P 500 Index Fund	59,457,202	42,326,923
SSgA S&P Mid-Cap 400 Index	52,630,208	38,978,492
Vanguard Total International Stock Index Fund	35,123,016	30,228,270
Hartford Mid-Cap Fund	36,991,471	22,843,254*
SSgA Russell 2000 Index Fund	38,568,403	23,782,595*
Other, each less than 5%	174,312,989	155,483,770
Total	<u>\$ 640,748,142</u>	<u>\$ 549,385,424</u>
Notes receivable from participants	<u>\$ 17,439,131*</u>	<u>\$ 20,122,692*</u>

*Does not represent 5% of the Plan's net assets at December 31.

The Trustee also certified the following for the year ended December 31, 2013:

Net change in fair value of investments	\$ 82,619,448
Dividends, interest and other income	<u>13,549,064</u>
	<u>\$ 96,168,512</u>

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) guidance for fair value establishes a framework for measuring fair value under current accounting pronouncements that require or permit fair value measurement and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are valued in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are valued using the NAV provided by the Administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Below are the Plan's financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described previously.

	Investments at Fair Value as of December 31, 2013			Fair Value (Unaudited)
	Level 1	Level 2	Level 3	
Mutual funds				
Foreign large blend	\$ 35,123,016	\$ --	\$ --	\$ 35,123,016
Foreign large value	46,875,615	--	--	46,875,615
Small blend	26,221,695	--	--	26,221,695
Mid-cap blend	36,991,471	--	--	36,991,471
Large blend	30,657,000	--	--	30,657,000
Bond	19,589,362	--	--	19,589,362
Collective investment trusts				
Bond	--	18,823,527	--	18,823,527
TIPS	--	3,155,828	--	3,155,828
Large blend	--	59,457,202	--	59,457,202
Mid-cap blend	--	52,630,208	--	52,630,208
Small blend	--	38,568,403	--	38,568,403
Asset allocation	--	131,240,431	--	131,240,431
Stable return	--	141,414,384	--	141,414,384
	<u>\$ 195,458,159</u>	<u>\$ 445,289,983</u>	<u>\$ --</u>	<u>\$ 640,748,142</u>

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
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NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

Investments at Fair Value as of December 31, 2012					Fair Value (Unaudited)
	Level 1	Level 2	Level 3		
Mutual funds					
Foreign large blend	\$ 30,228,270	\$ --	\$ --		\$ 30,228,270
Foreign large value	38,039,851	--	--		38,039,851
Small blend	19,542,730	--	--		19,542,730
Mid-cap blend	22,843,254	--	--		22,843,254
Large blend	22,186,449	--	--		22,186,449
Bond	28,026,900	--	--		28,026,900
Collective investment trusts					
Bond	--	20,016,308	--		20,016,308
TIPS	--	7,684,840	--		7,684,840
Large blend	--	42,326,923	--		42,326,923
Mid-cap blend	--	38,978,492	--		38,978,492
Small blend	--	23,782,595	--		23,782,595
Asset allocation	--	106,516,025	--		106,516,025
Stable return	--	149,212,787	--		149,212,787
	<u>\$ 160,867,454</u>	<u>\$ 388,517,970</u>	<u>\$ --</u>		<u>\$ 549,385,424</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

	2013 Fair Value (Unaudited)	2012 Fair Value (Unaudited)	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Commingled funds:					
Bond (a)	\$ 18,823,527	\$ 20,016,308	None	Daily	None
TIPS (b)	3,155,828	7,684,840	None	Daily	None
Large blend (c)	59,457,202	42,326,923	None	Daily	None
Mid-cap blend (d)	52,630,208	38,978,492	None	Daily	None
Small blend (e)	38,568,403	23,782,595	None	Daily	None
Asset allocation (f)	131,240,431	106,516,025	None	Daily	None
Stable return (g)	141,414,384	149,212,787	None	Daily	None
	<u>\$ 445,289,983</u>	<u>\$ 388,517,970</u>			

(a) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in the securities comprising the Barclays Capital U.S. Aggregate Bond Index in the same proportions as they are represented in the Barclays Capital U.S. Aggregate Bond Index.

(b) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays U.S. Treasury Inflation Protected Securities Index over the long term by investing in securities comprising the Barclays U.S. Treasury Inflation Protected Securities Index in the same proportions as they are represented in the Barclays U.S. Treasury Inflation Protected Securities Index.

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

(c) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 500 Index by investing substantially all of its assets in the Portfolio, the "master fund" that has the same investment objective as, and investment policies that are substantially similar to those of, the fund.

(d) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Standard & Poor's 400 Index over the long term by investing in securities comprising the Standard & Poor's 400 Index in the same proportions as they are represented in the Standard & Poor's 400 Index.

(e) This investment category seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000 Index over the long term by investing in securities comprising the Russell 2000 Index in the same proportions as they are represented in the Russell 2000 Index.

(f) This investment category seeks to provide an appropriate balanced fund that matches the participants with their time horizon to retirement by investing in other investment funds which have characteristics consistent with the funds overall investment strategy.

(g) This investment category seeks to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle by actively managing a diversified portfolio of investment contracts, and the associated portfolio of underlying assets

5. PARTY-IN-INTEREST TRANSACTIONS

Certain assets are managed by ING National Trust (Trustee of the Plan). As such, these transactions qualify as party-in-interest transactions.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per these financial statements	\$ 674,191,616	\$ 584,156,361
Notes receivable from participants considered defaulted	<u>234,305</u>	<u>238,718</u>
Net assets available for benefits per Form 5500	<u>\$ 674,425,921</u>	<u>\$ 584,395,079</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2013:

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

	<u>2013</u>
Net increase in net assets available for benefits per these financial statements	\$ 90,035,255
Notes receivable from participants considered defaulted:	
Beginning of year	(238,718)
End of year	<u>234,305</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 90,030,842</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions and terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in the Company's contributions to their accounts.

8. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 24, 2012, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Tax years that remain subject to examination in the Plan's major tax jurisdictions are 2010, 2011, 2012, and 2013.

9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Mutual funds:	
Foreign large blend:	
Vanguard Total International Stock Index Fund	\$ 35,123,016
Foreign large value:	
Dodge and Cox International Stock Fund	46,875,615
Small blend:	
* ING Small Company Portfolio	26,221,695
Mid-cap blend:	
Hartford Mid-Cap Fund	36,991,471
Large blend:	
Victory Diversified Stock Fund	30,657,000
Bond:	
PIMCO Total Return Fund	19,589,362
Total mutual funds	195,458,159
Collective investment trusts:	
Bond:	
SSgA Passive Bond Market Index Fund	18,823,527
TIPS:	
SSgA US Inflation Protected Bond Index Fund	3,155,828
Large blend:	
SSgA S&P 500 Index Fund	59,457,202
Mid-cap blend:	
SSgA S&P Mid-Cap 400 Index	52,630,208
Small blend:	
SSgA Russell 2000 Index Fund	38,568,403

**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2013

Identity of issuer, borrower, lessor, or similar party	Fair Value (Unaudited)
Asset allocation:	
SSgA Target Retirement Income	\$ 1,730,489
SSgA Target Retirement 2010	7,034,056
SSgA Target Retirement 2015	4,677,499
SSgA Target Retirement 2020	55,374,854
SSgA Target Retirement 2025	6,096,305
SSgA Target Retirement 2030	31,779,818
SSgA Target Retirement 2035	2,018,826
SSgA Target Retirement 2040	19,200,074
SSgA Target Retirement 2045	898,233
SSgA Target Retirement 2050	2,430,277
	<u>131,240,431</u>
Stable return:	
Wells Fargo Stable Return Fund	<u>141,414,384</u>
Total collective investment trusts:	<u>445,289,983</u>
	<u><u>\$ 640,748,142</u></u>
* Notes receivable from Participants	
(2,006 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2021)	<u><u>\$ 17,439,131</u></u>

*Party-in-interest