

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A This return/report is for:	☐ a multiemployer plan	☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ 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 <u>SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan	<u>06/17/2005</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SPIRIT AEROSYSTEMS HOLDINGS, INC.</u> <u>3801 S. OLIVER</u> <u>WICHITA, KS 67210</u>	2b Employer Identification Number (EIN) <u>20-2436320</u>	2c Plan Sponsor's telephone number <u>316-523-5730</u>	
	2d Business code (see instructions) <u>551112</u>		

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2017</u>	<u>COLEEN TABOR</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2017</u>	<u>COLEEN TABOR</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2017</u>	<u>COLEEN TABOR</u>
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 10221
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 9353 6a(2) 7642 6b 18 6c 860 6d 8520 6e 29 6f 8549 6g 5611 6h 143
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 2S 2T 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)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

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 VOYA INSTITUTIONAL PLAN SERVICES

04-3516284

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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)

VOYA RETIREMENT ADVISORS LLC

02-0488491

(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	247817	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(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?
16	CONSULTANT	85598	Yes ☒ No ☐	Yes ☒ No ☐	75474	Yes ☐ No ☒

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

VOYA 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	42195	Yes ☒ No ☐	Yes ☒ No ☐	112018	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
MERCER	64	6266
(d) Enter name and EIN (address) of source of indirect compensation DODGE & COX INTERNATIONAL STOCK FD 94-3390852	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER	64	3192
(d) Enter name and EIN (address) of source of indirect compensation HARTFORD MIDCAP FUND PO BOX 55022 BOSTON, MA 02205	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER	64	3971
(d) Enter name and EIN (address) of source of indirect compensation GOLDMAN SACHS BOND INSTITUTIONAL PO BOX 06050 CHICAGO, IL 60606	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	

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
MERCER	64	12210
(d) Enter name and EIN (address) of source of indirect compensation VOYA SMALL COMPANY PORTFOLIO 7337 EAST DOUBLETREE RANCH ROAD SUITE 100 SCOTTSDALE, AZ 85258	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER	64	49835
(d) Enter name and EIN (address) of source of indirect compensation WELLS FARGO STABLE VALUE RETURN U 800 LASALLE AVE SUITE 1100 MINNEAPOLIS, MN 55402	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VOYA INSTITUTIONAL PLAN SERVICES	64	9300
(d) Enter name and EIN (address) of source of indirect compensation DODGE & COX INTERNATIONAL STOCK FUN 94-3390852	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING	

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
VOYA INSTITUTIONAL PLAN SERVICES	64	4738
(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.
HARTFORD MIDCAP FUND PO BOX 55022 BOSTON, MA 02205	RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VOYA INSTITUTIONAL PLAN SERVICES	64	5893
(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.
GOLDMAN SACHS BOND INSTITUTIONAL PO BOX 06050 CHICAGO, IL 60606	RECORDKEEPING	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VOYA INSTITUTIONAL PLAN SERVICES	64	18122
(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.
VOYA SMALL COMPANY PORTFOLIO 7337 EAST DOUBLETREE RANCH ROAD SUITE 100 SCOTTSDALE, AZ 85258	RECORDKEEPING	

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
VOYA INSTITUTIONAL PLAN SERVICES	64	73965
(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.	
WELLS FARGO STABLE VALUE RETURN U 800 LASALLE AVE SUITE 1100 MINNEAPOLIS, MN 55402	RECORDKEEPING	
(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
(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
(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
(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
(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
(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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>SPIRIT AEROSYSTEMS HOLDINGS, INC. RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE 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	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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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA RUSSELL 2000 INDEX</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>04-0025081-013</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36575332</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA PASSIVE BOND MARKET</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>04-0025081-071</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33454873</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET INCOME</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>90-0337987-186</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6280362</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2060</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>90-0337987-208</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>215550</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2015</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>90-0337987-190</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3796425</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2020</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>90-0337987-192</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60906951</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA TARGET 2025</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISORS</u>		
c EIN-PN <u>90-0337987-194</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13987814</u>

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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) 39516273
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) 4410884
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) 22580115
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) 3290251
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) 4618589
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) 90752103
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) 63384440
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) 6571573
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE		
b Name of sponsor of entity listed in (a): WELLS FARGO		
c EIN-PN 46-6209703-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 146316462
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET 2055		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS		
c EIN-PN 90-0337987-206	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 424327

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

SCHEDULE H (Form 5500) 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
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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)	<u>15754145</u>	<u>15146148</u>
(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)	<u>16304188</u>	<u>15393972</u>
(9) Value of interest in common/collective trusts	1c(9)	<u>479490893</u>	<u>537082322</u>
(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)	<u>191993286</u>	<u>203616244</u>
(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	703542512	771238686

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	703542512	771238686
---	-----------	-----------	-----------

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	33311003	
(B) Participants	2a(1)(B)	35393262	
(C) Others (including rollovers)	2a(1)(C)	8567933	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		77272198
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)	502797	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		502797
(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)	7425408	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7425408
(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)		40504234
(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)		9720773
c Other income.....	2c		85918
d Total income. Add all income amounts in column (b) and enter total.....	2d		135511328

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	67195166	
(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)		67195166
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		244378
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)	375610	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		375610
j Total expenses. Add all expense amounts in column (b) and enter total	2j		67815154

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		67696174
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.)	4c		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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

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

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT



SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT

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

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2016

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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 (Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 4, which was certified or provided by Voya Institutional Trust Company (Voya), except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that Voya holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from Voya as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by Voya 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, 2016, 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, it is inappropriate to and 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 Voya, 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 12, 2017
Wichita, Kansas

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments at fair value	\$ 740,698,566	\$ 671,484,179
Notes receivable from participants	<u>15,393,972</u>	<u>16,087,227</u>
Contribution receivables:		
Company additional	10,674,090	10,820,437
Company transitional	<u>4,472,058</u>	<u>4,933,708</u>
Total contribution receivables	<u>15,146,148</u>	<u>15,754,145</u>
Net assets available for benefits	<u>\$ 771,238,686</u>	<u>\$ 703,325,551</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, 2016

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 50,225,007
Dividends	7,425,408
Other income	85,918

57,736,333

Interest income on notes receivable from participants

502,797

Contributions:

Participant	35,393,262
Company match	18,164,855
Company additional	10,674,090
Company transitional	4,472,058
Rollovers	8,567,933

77,272,198

Total additions

135,511,328

Deductions from net assets attributed to:

Benefits paid	67,222,583
Administrative fees	375,610

Total deductions

67,598,193

Net increase

67,913,135

Net assets available for benefits:

Beginning of year	<u>703,325,551</u>
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End of year	<u><u>\$ 771,238,686</u></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 the 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. The Retirement Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan's investments offerings and monitors investment performance.

Eligibility - The Plan is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), covering all eligible employees of Spirit AeroSystems Holdings, Inc. (Company), 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. Employees are automatically enrolled in the Plan 60 days after the date of hire, at a pre-tax deferral rate of 3%; unless prior to that time such participant has made an alternative contribution election.

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 Code (\$18,000 for 2016). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (\$6,000 for 2016). 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 1.5% 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 transitional contributions to participants who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are non-union participants, or participants represented by the Society of Professional Engineering Employees in AeroSpace, Wichita Engineering Unit, or Society of Professional Engineering Employees in AeroSpace, Wichita Technical and Professional Unit. Transitional contributions are based on years of service that result in a fixed transitional contribution rate ranging from 1.5% to 3.5% of eligible compensation for each subsequent year the participant remains employed on the last day of the Plan year. Participants only receive the transitional contribution for subsequent years up to the years of vested service accumulated as of June 17, 2005. Transitional contributions cease with the Plan year ending 2019.

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, (d) Plan earnings, and 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.

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

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 in the Plan, 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%.

Normal Retirement - 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 \$5,000, excluding amounts in the participant's rollover accounts. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

Forfeitures - At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$95,684 and \$95,262, respectively. These accounts are used to pay administrative fees or reduce future employer contributions. In 2016, administrative expenses and employer contributions were reduced by \$479,933 from forfeited nonvested accounts.

Notes Receivable from Participants - Participants may borrow from their fund 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 may not exceed five years unless the note is for the purpose of purchasing a principal residence of the participant, in which case the term may be up to twenty years.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates - The accompanying financial statements are prepared on the accrual basis of accounting. 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.

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

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments and Income Recognition - Investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisors. The purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

During 2016, management re-evaluated the classification of the collective investment trusts and stable value funds relative to the determination of whether certain Plan investments have a readily determinable fair value. Based on further evaluation, certain plan investments at December 31, 2015 were previously disclosed as being measured using net asset value as a practical expedient and excluded from the fair value hierarchy and, therefore have been corrected and included within Note 4 as level 2 investments. This change in disclosure is not considered to be material to the financial statements and is consistent with presentation of amounts as of December 31, 2016.

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 has been recorded as of December 30, 2016 and 2015 for these notes receivable. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Benefits Payments - Benefits are recorded when paid.

Administrative Expenses - Certain expenses of the Plan may be paid directly by the Company and are therefore excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Some investment related expenses maybe included in net change in fair value of investments.

Subsequent Events - These financial statements considered subsequent events through October 12, 2017, the date the financial statements were available to be issued.

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

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY VOYA INSTITUTIONAL TRUST COMPANY (UNAUDITED)

The following is a summary of the information as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Voya Institutional Trust Company (Voya) and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Voya that information provided to the Plan Administrator by Voya related to the following 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, the fair values in Note 4, and the values in the supplemental schedule related to the following assets:

	<u>2016</u>	<u>2015</u>
Investments at fair value:		
Mutual funds	\$ 203,616,243	\$ 191,993,286
Common collective trust fund	390,765,861	337,096,321
Stable value fund	<u>146,316,462</u>	<u>142,394,572</u>
	<u>\$ 740,698,566</u>	<u>\$ 671,484,179</u>
 Notes receivable from participants	 <u>\$ 15,393,972</u>	 <u>\$ 16,087,227</u>

Voya also certified as to the completeness and accuracy of \$50,225,007 of net change in fair value of investments and interest, dividends and other income of \$8,014,123 for the year ended December 31, 2016 related to the aforementioned assets for the year ended December 31, 2016.

4. INVESTMENTS AND 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 following 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

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.

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

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

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 using quoted prices in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are not quoted in an active market; rather they are public investment vehicles valued using market prices and performance of the fund. The trust allocates notional units to the policy holder based on the underlying notional unit buy (offer) price using the middle market price plus transaction costs. These investments are classified within level 2 of the valuation hierarchy.

Stable Value Fund

These investments are in a diversified portfolio of investment contracts and security-backed contracts. These investments are classified within level 2 of the valuation hierarchy.

The fair value at December 31, 2016 and 2015, of the Plan's financial instruments that are valued on a recurring basis in accordance with the above fair value hierarchy, as provided by Voya, is as follows:

Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 203,616,243	\$ --	\$ --	\$ 203,616,243
Collective investment trusts	--	390,765,861	--	390,765,861
Stable value fund	--	146,316,462	--	146,316,462
	<u>\$ 203,616,243</u>	<u>\$ 537,082,323</u>	<u>\$ --</u>	<u>\$ 740,698,566</u>
Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 191,993,286	\$ --	\$ --	\$ 191,993,286
Collective investment trusts	--	337,096,321	--	337,096,321
Stable value fund	--	142,394,572	--	142,394,572
	<u>\$ 191,993,286</u>	<u>\$ 479,490,893</u>	<u>\$ --</u>	<u>\$ 671,484,179</u>

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

NOTES TO FINANCIAL STATEMENTS

5. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are managed by Voya (party-in-interest), and therefore, these transactions qualify as party-in-interest transactions. Total fees incurred and paid directly by the Plan for the investment management services were \$375,610. The various funds' operating expense ratios ranged from 0.07% to 0.90% as of December 31, 2016.

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, 2016 and 2015, to Form 5500:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per these financial statements	\$ 771,238,686	\$ 703,325,551
Notes receivable from participants considered deemed distributions	<u>--</u>	<u>216,961</u>
Net assets available for benefits per Form 5500	<u>\$ 771,238,686</u>	<u>\$ 703,542,512</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, 2016:

	<u>2016</u>
Net change in net assets available for benefits per these financial statements	\$ 67,913,135
Notes receivable from participants considered deemed distributions:	
Beginning of year	(216,961)
End of year	<u>--</u>
Net change in net assets available for benefits per Form 5500	<u>\$ 67,696,174</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of termination of the Plan, the interests of the participants in the Plan shall be fully vested at the time of termination and Voya shall liquidate all assets of the Trust, and continue to administer the Trust in accordance with its provisions until all obligations have been satisfied.

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

NOTES TO FINANCIAL STATEMENTS

8. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated April 14, 2017, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management evaluated the Plan's tax positions and concluded that it had taken no uncertain tax positions that require recognition or disclosure in the financial statements. No provision or liability for income taxes has been included in the financial statements.

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**

EIN: 20-2436320

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

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Value (Unaudited)
Investments at fair value:	
Mutual funds:	
Dodge and Cox International Stock Fund	\$ 37,359,151
Goldman Sachs Bond	22,834,337
Hartford Mid-Cap Fund	38,493,411
Vanguard Dividend Growth	37,026,663
Vanguard Total International Stock Index Fund	40,817,679
* VOYA Small Company Portfolio	27,085,002
Total mutual funds	<u>203,616,243</u>
Collective investment trust:	
SSgA Passive Bond Market Index Fund	33,454,873
SSgA Russell 2000 Index Fund	36,575,332
SSgA S&P 500 Index Fund	90,752,104
SSgA S&P Mid-Cap 400 Index	63,384,440
SSgA Target Retirement 2015	3,796,425
SSgA Target Retirement 2020	60,906,951
SSgA Target Retirement 2025	13,987,814
SSgA Target Retirement 2030	39,516,273
SSgA Target Retirement 2035	4,410,884
SSgA Target Retirement 2040	22,580,115
SSgA Target Retirement 2045	3,290,251
SSgA Target Retirement 2050	4,618,589
SSgA Target Retirement 2055	424,327
SSgA Target Retirement 2060	215,548
SSgA Target Retirement Income	6,280,362
SSgA US Inflation Protected Bond Index Fund	6,571,573
Total collective investment trust:	<u>390,765,861</u>
Stable value fund:	
Wells Fargo Stable Return Fund	<u>146,316,462</u>
Total investment at fair value:	<u>\$ 740,698,566</u>
* Notes receivable from Participants	
(1,580 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2024)	<u>\$ 15,393,972</u>

*Party-in-interest

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

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT



SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT

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

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2016

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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 (Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 4, which was certified or provided by Voya Institutional Trust Company (Voya), except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that Voya holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from Voya as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by Voya 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, 2016, 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, it is inappropriate to and 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 Voya, 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 12, 2017
Wichita, Kansas

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments at fair value	\$ 740,698,566	\$ 671,484,179
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Net assets available for benefits	<u>\$ 771,238,686</u>	<u>\$ 703,325,551</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, 2016

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 50,225,007
Dividends	7,425,408
Other income	85,918

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Total deductions

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Net increase

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Net assets available for benefits:

Beginning of year	<u>703,325,551</u>
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End of year	<u><u>\$ 771,238,686</u></u>
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The accompanying notes are an integral
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**SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the 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. The Retirement Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan's investments offerings and monitors investment performance.

Eligibility - The Plan is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), covering all eligible employees of Spirit AeroSystems Holdings, Inc. (Company), 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. Employees are automatically enrolled in the Plan 60 days after the date of hire, at a pre-tax deferral rate of 3%; unless prior to that time such participant has made an alternative contribution election.

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 Code (\$18,000 for 2016). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (\$6,000 for 2016). 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 1.5% 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 transitional contributions to participants who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are non-union participants, or participants represented by the Society of Professional Engineering Employees in AeroSpace, Wichita Engineering Unit, or Society of Professional Engineering Employees in AeroSpace, Wichita Technical and Professional Unit. Transitional contributions are based on years of service that result in a fixed transitional contribution rate ranging from 1.5% to 3.5% of eligible compensation for each subsequent year the participant remains employed on the last day of the Plan year. Participants only receive the transitional contribution for subsequent years up to the years of vested service accumulated as of June 17, 2005. Transitional contributions cease with the Plan year ending 2019.

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, (d) Plan earnings, and 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.

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

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 in the Plan, 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%.

Normal Retirement - 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 \$5,000, excluding amounts in the participant's rollover accounts. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

Forfeitures - At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$95,684 and \$95,262, respectively. These accounts are used to pay administrative fees or reduce future employer contributions. In 2016, administrative expenses and employer contributions were reduced by \$479,933 from forfeited nonvested accounts.

Notes Receivable from Participants - Participants may borrow from their fund 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 may not exceed five years unless the note is for the purpose of purchasing a principal residence of the participant, in which case the term may be up to twenty years.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates - The accompanying financial statements are prepared on the accrual basis of accounting. 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.

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

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments and Income Recognition - Investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisors. The purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

During 2016, management re-evaluated the classification of the collective investment trusts and stable value funds relative to the determination of whether certain Plan investments have a readily determinable fair value. Based on further evaluation, certain plan investments at December 31, 2015 were previously disclosed as being measured using net asset value as a practical expedient and excluded from the fair value hierarchy and, therefore have been corrected and included within Note 4 as level 2 investments. This change in disclosure is not considered to be material to the financial statements and is consistent with presentation of amounts as of December 31, 2016.

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 has been recorded as of December 30, 2016 and 2015 for these notes receivable. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Benefits Payments - Benefits are recorded when paid.

Administrative Expenses - Certain expenses of the Plan may be paid directly by the Company and are therefore excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Some investment related expenses maybe included in net change in fair value of investments.

Subsequent Events - These financial statements considered subsequent events through October 12, 2017, the date the financial statements were available to be issued.

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

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY VOYA INSTITUTIONAL TRUST COMPANY (UNAUDITED)

The following is a summary of the information as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Voya Institutional Trust Company (Voya) and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Voya that information provided to the Plan Administrator by Voya related to the following 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, the fair values in Note 4, and the values in the supplemental schedule related to the following assets:

	<u>2016</u>	<u>2015</u>
Investments at fair value:		
Mutual funds	\$ 203,616,243	\$ 191,993,286
Common collective trust fund	390,765,861	337,096,321
Stable value fund	<u>146,316,462</u>	<u>142,394,572</u>
	<u>\$ 740,698,566</u>	<u>\$ 671,484,179</u>
 Notes receivable from participants		
	<u>\$ 15,393,972</u>	<u>\$ 16,087,227</u>

Voya also certified as to the completeness and accuracy of \$50,225,007 of net change in fair value of investments and interest, dividends and other income of \$8,014,123 for the year ended December 31, 2016 related to the aforementioned assets for the year ended December 31, 2016.

4. INVESTMENTS AND 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 following 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

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.

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

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

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 using quoted prices in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are not quoted in an active market; rather they are public investment vehicles valued using market prices and performance of the fund. The trust allocates notional units to the policy holder based on the underlying notional unit buy (offer) price using the middle market price plus transaction costs. These investments are classified within level 2 of the valuation hierarchy.

Stable Value Fund

These investments are in a diversified portfolio of investment contracts and security-backed contracts. These investments are classified within level 2 of the valuation hierarchy.

The fair value at December 31, 2016 and 2015, of the Plan's financial instruments that are valued on a recurring basis in accordance with the above fair value hierarchy, as provided by Voya, is as follows:

Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 203,616,243	\$ --	\$ --	\$ 203,616,243
Collective investment trusts	--	390,765,861	--	390,765,861
Stable value fund	--	146,316,462	--	146,316,462
	<u>\$ 203,616,243</u>	<u>\$ 537,082,323</u>	<u>\$ --</u>	<u>\$ 740,698,566</u>
Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 191,993,286	\$ --	\$ --	\$ 191,993,286
Collective investment trusts	--	337,096,321	--	337,096,321
Stable value fund	--	142,394,572	--	142,394,572
	<u>\$ 191,993,286</u>	<u>\$ 479,490,893</u>	<u>\$ --</u>	<u>\$ 671,484,179</u>

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

NOTES TO FINANCIAL STATEMENTS

5. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are managed by Voya (party-in-interest), and therefore, these transactions qualify as party-in-interest transactions. Total fees incurred and paid directly by the Plan for the investment management services were \$375,610. The various funds' operating expense ratios ranged from 0.07% to 0.90% as of December 31, 2016.

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, 2016 and 2015, to Form 5500:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per these financial statements	\$ 771,238,686	\$ 703,325,551
Notes receivable from participants considered deemed distributions	<u>--</u>	<u>216,961</u>
Net assets available for benefits per Form 5500	<u>\$ 771,238,686</u>	<u>\$ 703,542,512</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, 2016:

	<u>2016</u>
Net change in net assets available for benefits per these financial statements	\$ 67,913,135
Notes receivable from participants considered deemed distributions:	
Beginning of year	(216,961)
End of year	<u>--</u>
Net change in net assets available for benefits per Form 5500	<u>\$ 67,696,174</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of termination of the Plan, the interests of the participants in the Plan shall be fully vested at the time of termination and Voya shall liquidate all assets of the Trust, and continue to administer the Trust in accordance with its provisions until all obligations have been satisfied.

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

NOTES TO FINANCIAL STATEMENTS

8. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated April 14, 2017, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management evaluated the Plan's tax positions and concluded that it had taken no uncertain tax positions that require recognition or disclosure in the financial statements. No provision or liability for income taxes has been included in the financial statements.

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**

EIN: 20-2436320

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

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Value (Unaudited)
Investments at fair value:	
Mutual funds:	
Dodge and Cox International Stock Fund	\$ 37,359,151
Goldman Sachs Bond	22,834,337
Hartford Mid-Cap Fund	38,493,411
Vanguard Dividend Growth	37,026,663
Vanguard Total International Stock Index Fund	40,817,679
* VOYA Small Company Portfolio	27,085,002
Total mutual funds	<u>203,616,243</u>
Collective investment trust:	
SSgA Passive Bond Market Index Fund	33,454,873
SSgA Russell 2000 Index Fund	36,575,332
SSgA S&P 500 Index Fund	90,752,104
SSgA S&P Mid-Cap 400 Index	63,384,440
SSgA Target Retirement 2015	3,796,425
SSgA Target Retirement 2020	60,906,951
SSgA Target Retirement 2025	13,987,814
SSgA Target Retirement 2030	39,516,273
SSgA Target Retirement 2035	4,410,884
SSgA Target Retirement 2040	22,580,115
SSgA Target Retirement 2045	3,290,251
SSgA Target Retirement 2050	4,618,589
SSgA Target Retirement 2055	424,327
SSgA Target Retirement 2060	215,548
SSgA Target Retirement Income	6,280,362
SSgA US Inflation Protected Bond Index Fund	6,571,573
Total collective investment trust:	<u>390,765,861</u>
Stable value fund:	
Wells Fargo Stable Return Fund	<u>146,316,462</u>
Total investment at fair value:	<u>\$ 740,698,566</u>
* Notes receivable from Participants (1,580 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2024)	<u>\$ 15,393,972</u>

*Party-in-interest

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

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT



SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE

YEAR ENDED DECEMBER 31, 2016

WITH

INDEPENDENT AUDITOR'S REPORT

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

**FINANCIAL STATEMENTS
WITH SUPPLEMENTAL SCHEDULE**

Year Ended December 31, 2016

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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 (Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 4, which was certified or provided by Voya Institutional Trust Company (Voya), except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that Voya holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from Voya as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by Voya 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, 2016, 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, it is inappropriate to and 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 Voya, 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 12, 2017
Wichita, Kansas

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments at fair value	\$ 740,698,566	\$ 671,484,179
Notes receivable from participants	<u>15,393,972</u>	<u>16,087,227</u>
Contribution receivables:		
Company additional	10,674,090	10,820,437
Company transitional	<u>4,472,058</u>	<u>4,933,708</u>
Total contribution receivables	<u>15,146,148</u>	<u>15,754,145</u>
Net assets available for benefits	<u>\$ 771,238,686</u>	<u>\$ 703,325,551</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, 2016

Additions to net assets attributed to:

Investment income:

Net change in fair value of investments	\$ 50,225,007
Dividends	7,425,408
Other income	85,918

57,736,333

Interest income on notes receivable from participants

502,797

Contributions:

Participant	35,393,262
Company match	18,164,855
Company additional	10,674,090
Company transitional	4,472,058
Rollovers	8,567,933

77,272,198

Total additions

135,511,328

Deductions from net assets attributed to:

Benefits paid	67,222,583
Administrative fees	375,610

Total deductions

67,598,193

Net increase

67,913,135

Net assets available for benefits:

Beginning of year	<u>703,325,551</u>
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End of year	<u><u>\$ 771,238,686</u></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 the 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. The Retirement Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan's investments offerings and monitors investment performance.

Eligibility - The Plan is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), covering all eligible employees of Spirit AeroSystems Holdings, Inc. (Company), 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. Employees are automatically enrolled in the Plan 60 days after the date of hire, at a pre-tax deferral rate of 3%; unless prior to that time such participant has made an alternative contribution election.

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 Code (\$18,000 for 2016). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (\$6,000 for 2016). 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 1.5% 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 transitional contributions to participants who did not elect to retire under the predecessor employer plan as of June 17, 2005 and are non-union participants, or participants represented by the Society of Professional Engineering Employees in AeroSpace, Wichita Engineering Unit, or Society of Professional Engineering Employees in AeroSpace, Wichita Technical and Professional Unit. Transitional contributions are based on years of service that result in a fixed transitional contribution rate ranging from 1.5% to 3.5% of eligible compensation for each subsequent year the participant remains employed on the last day of the Plan year. Participants only receive the transitional contribution for subsequent years up to the years of vested service accumulated as of June 17, 2005. Transitional contributions cease with the Plan year ending 2019.

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, (d) Plan earnings, and 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.

SPIRIT AEROSYSTEMS HOLDINGS, INC.
RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

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 in the Plan, 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%.

Normal Retirement - 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 \$5,000, excluding amounts in the participant's rollover accounts. These accounts may automatically be paid in a simple lump-sum payment after written notice is provided.

Forfeitures - At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$95,684 and \$95,262, respectively. These accounts are used to pay administrative fees or reduce future employer contributions. In 2016, administrative expenses and employer contributions were reduced by \$479,933 from forfeited nonvested accounts.

Notes Receivable from Participants - Participants may borrow from their fund 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 may not exceed five years unless the note is for the purpose of purchasing a principal residence of the participant, in which case the term may be up to twenty years.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates - The accompanying financial statements are prepared on the accrual basis of accounting. 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.

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

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments and Income Recognition - Investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisors. The purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

During 2016, management re-evaluated the classification of the collective investment trusts and stable value funds relative to the determination of whether certain Plan investments have a readily determinable fair value. Based on further evaluation, certain plan investments at December 31, 2015 were previously disclosed as being measured using net asset value as a practical expedient and excluded from the fair value hierarchy and, therefore have been corrected and included within Note 4 as level 2 investments. This change in disclosure is not considered to be material to the financial statements and is consistent with presentation of amounts as of December 31, 2016.

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 has been recorded as of December 30, 2016 and 2015 for these notes receivable. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Benefits Payments - Benefits are recorded when paid.

Administrative Expenses - Certain expenses of the Plan may be paid directly by the Company and are therefore excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Some investment related expenses maybe included in net change in fair value of investments.

Subsequent Events - These financial statements considered subsequent events through October 12, 2017, the date the financial statements were available to be issued.

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

NOTES TO FINANCIAL STATEMENTS

3. INFORMATION CERTIFIED BY VOYA INSTITUTIONAL TRUST COMPANY (UNAUDITED)

The following is a summary of the information as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Voya Institutional Trust Company (Voya) and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Voya that information provided to the Plan Administrator by Voya related to the following 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, the fair values in Note 4, and the values in the supplemental schedule related to the following assets:

	<u>2016</u>	<u>2015</u>
Investments at fair value:		
Mutual funds	\$ 203,616,243	\$ 191,993,286
Common collective trust fund	390,765,861	337,096,321
Stable value fund	<u>146,316,462</u>	<u>142,394,572</u>
	<u>\$ 740,698,566</u>	<u>\$ 671,484,179</u>
Notes receivable from participants	<u>\$ 15,393,972</u>	<u>\$ 16,087,227</u>

Voya also certified as to the completeness and accuracy of \$50,225,007 of net change in fair value of investments and interest, dividends and other income of \$8,014,123 for the year ended December 31, 2016 related to the aforementioned assets for the year ended December 31, 2016.

4. INVESTMENTS AND 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 following 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

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.

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

NOTES TO FINANCIAL STATEMENTS

4. INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)

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 using quoted prices in an active market and classified within level 1 of the valuation hierarchy.

Collective Investment Trusts

These investments are not quoted in an active market; rather they are public investment vehicles valued using market prices and performance of the fund. The trust allocates notional units to the policy holder based on the underlying notional unit buy (offer) price using the middle market price plus transaction costs. These investments are classified within level 2 of the valuation hierarchy.

Stable Value Fund

These investments are in a diversified portfolio of investment contracts and security-backed contracts. These investments are classified within level 2 of the valuation hierarchy.

The fair value at December 31, 2016 and 2015, of the Plan's financial instruments that are valued on a recurring basis in accordance with the above fair value hierarchy, as provided by Voya, is as follows:

Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 203,616,243	\$ --	\$ --	\$ 203,616,243
Collective investment trusts	--	390,765,861	--	390,765,861
Stable value fund	--	146,316,462	--	146,316,462
	<u>\$ 203,616,243</u>	<u>\$ 537,082,323</u>	<u>\$ --</u>	<u>\$ 740,698,566</u>
Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Fair Value (Unaudited)
Investments at fair value:				
Mutual funds	\$ 191,993,286	\$ --	\$ --	\$ 191,993,286
Collective investment trusts	--	337,096,321	--	337,096,321
Stable value fund	--	142,394,572	--	142,394,572
	<u>\$ 191,993,286</u>	<u>\$ 479,490,893</u>	<u>\$ --</u>	<u>\$ 671,484,179</u>

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

NOTES TO FINANCIAL STATEMENTS

5. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are managed by Voya (party-in-interest), and therefore, these transactions qualify as party-in-interest transactions. Total fees incurred and paid directly by the Plan for the investment management services were \$375,610. The various funds' operating expense ratios ranged from 0.07% to 0.90% as of December 31, 2016.

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, 2016 and 2015, to Form 5500:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per these financial statements	\$ 771,238,686	\$ 703,325,551
Notes receivable from participants considered deemed distributions	<u>--</u>	<u>216,961</u>
Net assets available for benefits per Form 5500	<u>\$ 771,238,686</u>	<u>\$ 703,542,512</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, 2016:

	<u>2016</u>
Net change in net assets available for benefits per these financial statements	\$ 67,913,135
Notes receivable from participants considered deemed distributions:	
Beginning of year	(216,961)
End of year	<u>--</u>
Net change in net assets available for benefits per Form 5500	<u>\$ 67,696,174</u>

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of termination of the Plan, the interests of the participants in the Plan shall be fully vested at the time of termination and Voya shall liquidate all assets of the Trust, and continue to administer the Trust in accordance with its provisions until all obligations have been satisfied.

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

NOTES TO FINANCIAL STATEMENTS

8. INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated April 14, 2017, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management evaluated the Plan's tax positions and concluded that it had taken no uncertain tax positions that require recognition or disclosure in the financial statements. No provision or liability for income taxes has been included in the financial statements.

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**

EIN: 20-2436320

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

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Value (Unaudited)
Investments at fair value:	
Mutual funds:	
Dodge and Cox International Stock Fund	\$ 37,359,151
Goldman Sachs Bond	22,834,337
Hartford Mid-Cap Fund	38,493,411
Vanguard Dividend Growth	37,026,663
Vanguard Total International Stock Index Fund	40,817,679
* VOYA Small Company Portfolio	27,085,002
Total mutual funds	<u>203,616,243</u>
Collective investment trust:	
SSgA Passive Bond Market Index Fund	33,454,873
SSgA Russell 2000 Index Fund	36,575,332
SSgA S&P 500 Index Fund	90,752,104
SSgA S&P Mid-Cap 400 Index	63,384,440
SSgA Target Retirement 2015	3,796,425
SSgA Target Retirement 2020	60,906,951
SSgA Target Retirement 2025	13,987,814
SSgA Target Retirement 2030	39,516,273
SSgA Target Retirement 2035	4,410,884
SSgA Target Retirement 2040	22,580,115
SSgA Target Retirement 2045	3,290,251
SSgA Target Retirement 2050	4,618,589
SSgA Target Retirement 2055	424,327
SSgA Target Retirement 2060	215,548
SSgA Target Retirement Income	6,280,362
SSgA US Inflation Protected Bond Index Fund	6,571,573
Total collective investment trust:	<u>390,765,861</u>
Stable value fund:	
Wells Fargo Stable Return Fund	<u>146,316,462</u>
Total investment at fair value:	<u>\$ 740,698,566</u>
* Notes receivable from Participants (1,580 notes outstanding, interest rates range from 3.25% to 8.25%, maturity dates range thru 2024)	<u>\$ 15,393,972</u>

*Party-in-interest