

Spirit AeroSystems Holdings, Inc.
Form 8-K
January 28, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **January 22, 2019**

Spirit AeroSystems Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33160
(Commission File Number)

20-2436320
(IRS Employer Identification No.)

3801 South Oliver, Wichita, Kansas 67210

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(316) 526-9000**

Not Applicable

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(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On January 22, 2019, the Compensation Committee (the "Committee") of the Board of Directors of Spirit AeroSystems Holdings, Inc. (the "Company") modified the compensation arrangement of Thomas C. Gentile, III, the Company's President and Chief Executive Officer. Effective February 1, 2019, Mr. Gentile's annual base salary will increase from \$1,250,000 to \$1,300,000. Further, effective for the 2019 year, Mr. Gentile will be entitled to receive an annual equity award under the Long Term Incentive Program portion of the Company's Omnibus Incentive Plan of 2014, as amended (the "OIP"), with a value equal to 550% of his annual base salary (increased from 500%) and an annual incentive award under the Short Term Incentive Program portion of the OIP with a value equal to 145% of his annual base salary (increased from 140%). Other than with respect to the compensation changes set forth herein, Mr. Gentile's employment agreement with the Company will continue in full force and effect.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPIRIT AEROSYSTEMS HOLDINGS, INC.

Date: January 28, 2019

By:

/s/ Stacy Cozad

Name:

Stacy Cozad

Title:

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