

Spirit AeroSystems Holdings, Inc.  
Form SC 13G/A  
February 14, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

**Spirit AeroSystems Holdings Inc.**

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(Name of Issuer)

**Class A Common Stock**

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(Title of Class of Securities)

**848574109**

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(CUSIP Number)

**December 31, 2011**

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 848574109

1                      NAME OF REPORTING PERSON  
                            Orbis Investment Management Limited  
                            ("OIML")  
                            Orbis Asset Management Limited

("OAML")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

OAML and OIML are companies  
organized under the laws of Bermuda.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER  
6,783,728

6

SHARED VOTING POWER  
0

7

SOLE DISPOSITIVE POWER  
6,783,728

8

SHARED DISPOSITIVE POWER  
0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

OAML 11,807; OIML 6,771,921

10

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

5.7%

12

TYPE OF REPORTING PERSON  
OO (OAML), FI (OIML)

CUSIP No.: 848574109

ITEM 1(a). NAME OF  
ISSUER:

Spirit  
AeroSystems  
Holdings Inc.

ADDRESS OF  
ISSUER'S  
ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:  
3801 S Oliver St  
Wichita, KS  
67210

NAME OF  
ITEM 2(a). PERSON  
FILING:  
Orbis  
Investment  
Management  
Limited  
("OIML")  
Orbis Asset  
Management  
Limited  
("OAML")

ADDRESS OF  
PRINCIPAL  
ITEM 2(b). BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:  
Orbis House, 25  
Front Street,  
Hamilton HM  
11, Bermuda

ITEM 2(c). CITIZENSHIP:  
OAML and  
OIML are  
companies  
organized under  
the laws of  
Bermuda.

TITLE OF  
ITEM 2(d). CLASS OF  
SECURITIES:  
Class A  
Common Stock

ITEM 2(e). CUSIP  
NUMBER:

848574109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OI ML  
 Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: equiv to IA (only for OI ML)

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

OAML 11,807; OI ML 6,771,921

(b) Percent of class:

5.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

6,783,728

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

6,783,728

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 6,771,921 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc., beneficially owned by Orbis Investment Management Limited. Another person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 11,807 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc., beneficially owned by Orbis Asset Management Limited.

ITEM 7. IDENTIFICATION AND

CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

Orbis Investment  
Management Limited  
("OIML") and Orbis  
Asset Management  
Limited ("OAML")  
are together making  
this filing because  
they may be deemed  
to constitute a  
"group" for the  
purposes of Section  
13(d)(3) of the  
Securities Exchange  
Act of 1934, as  
amended.

Information with  
respect to each of  
OIML and OAML  
(collectively, the  
"Reporting Persons")  
is given solely by  
each such Reporting  
Person and no  
Reporting Person has  
responsibility for the  
accuracy or  
completeness of  
information supplied  
by the other  
Reporting Person

OIML is the  
beneficial owner of  
6,771,921 shares of

Class A Common  
Stock of Spirit  
AeroSystems  
Holdings Inc., or  
5.7% of the  
118,499,989 shares of  
Class A Common  
Stock of Spirit  
AeroSystems  
Holdings, Inc.  
believed to be  
outstanding.

OAML is the  
beneficial owner of  
11,807 shares of  
Class A Common  
Stock of Spirit  
AeroSystems  
Holdings Inc., or 0.0%  
of the 118,499,989  
shares of Class A  
Common Stock of  
Spirit AeroSystems  
Holdings, Inc.  
believed to be  
outstanding.

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the foreign  
regulatory scheme  
applicable to Orbis  
Investment  
Management Limited  
is substantially  
comparable to the  
regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission

staff, upon request,  
information that  
would otherwise be  
disclosed in a  
Schedule 13D.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

Date

Orbis Investment Management Limited

Orbis Asset Management Limited

/s/ James J. Dorr

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Signature

James J. Dorr , General Counsel

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).