

Spirit AeroSystems Holdings, Inc.
Form SC 13G/A
February 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Spirit AeroSystems Holdings Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

848574109

(CUSIP Number)

December 31, 2012

(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 Investment Management (U.S.),

LLC ("OIMUS")

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
OIMUS: 26-0583752

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
OIML is a company organized under the
laws of Bermuda; OIMUS is a company
organised under the laws of Delaware,
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 4,683,713
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 4,683,713
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
OIML 4,626,133; OIMUS 57,580

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

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.9%

12 TYPE OF REPORTING PERSON
OO (OIMUS), 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
Investment
Management
(U.S.), LLC
("OIMUS")

ADDRESS OF
PRINCIPAL
ITEM 2(b). BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

For OIML:
Orbis House, 25
Front Street,
Hamilton HM
11, Bermuda;
For OIMUS:
600
Montgomery
Street, Suite
3800, San
Francisco, CA
94111, USA

ITEM 2(c). CITIZENSHIP:
OIML is a
company
organized under
the laws of
Bermuda;

OIMUS is a
company
organised under
the laws of
Delaware,
U.S.A.

ITEM 2(d). TITLE OF
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 OIML
 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 OIML)

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:

OIML 4,626,133; OIMUS 57,580

(b) Percent of class:

3.9%

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

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

4,683,713

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

0

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

4,683,713

(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 [X].

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

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 Investment Management (U.S.), LLC ("OIMUS") 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 OIMUS (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 4,626,133 shares of Class A Common Stock of Spirit AeroSystems Holdings Inc., or 3.9% of the 119,656,840 shares of Class A Common Stock of Spirit AeroSystems Holdings, Inc. believed to be outstanding.

OIMUS is the beneficial owner of

57,580 shares of
Class A Common
Stock of Spirit
AeroSystems
Holdings Inc., or 0.0%
of the 119,656,840
shares of Class A
Common Stock of
Spirit AeroSystems
Holdings, Inc.
believed to be
outstanding.

NOTICE OF
ITEM 9. 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, 2013

Date

Orbis Investment Management Limited

Orbis Investment Management (U.S.), LLC

/s/ James J. Dorr

SIGNATURE

Signature

James J. Dorr , James Dorr, General Counsel of Orbis Investment Management Limited; Director of North Rock Holdings Corp., a member of Orbis Investment Management (U.S.), LLC

Name/Title

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