

Spirit Airlines, Inc.  
Form 10-Q/A  
December 22, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q/A**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-35186

**SPIRIT AIRLINES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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<p align="center"><b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)</p> <p align="center"><b>2800 Executive Way</b></p> <p align="center"><b>Miramar, Florida</b> (Address of Principal Executive Offices)</p>	<p align="center"><b>38-1747023</b> (I.R.S. Employer Identification No.)</p> <p align="center"><b>33025</b> (Zip Code)</p> <p align="center"><b>(954) 447-7920</b>  (Registrant's Telephone Number, Including Area Code)</p>
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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of business on December 21, 2011:

Class	Number of Shares
Voting Common Stock, \$0.0001 par value	72,530,256
Non-Voting Common Stock, \$0.0001 par value	0

**Explanatory Note**

This Amendment No. 1 to Form 10-Q (this Amendment Filing ) amends the Quarterly Report on Form 10-Q of Spirit Airlines, Inc. (the Company ) for the quarter ended September 30, 2011, which was originally filed on October 27, 2011 (the Original Filing ). The Company is filing this Amendment Filing solely for the purpose of re-filing Exhibit 10.1 thereto in response to comments received from the Staff of the Securities and Exchange Commission (the SEC ) in connection with a confidential treatment request with respect to the Second Amendment to Signatory Agreement, effective as of September 6, 2011, by and between the Company and U.S. Bank National Association (the U.S. Bank Amendment ). As a result, portions the U.S. Bank Amendment that were omitted in Exhibit 10.1 to the Original Filing, have been provided in Exhibit 10.1 filed herewith.

This Amendment Filing does not modify or update any part of the information set forth in the Original Filing other than Exhibit 10.1.

**PART II. OTHER INFORMATION**

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Second Amendment to Signatory Agreement, effective as of September 6, 2011, by and between the Company and U.S. Bank, National Association.
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase
101.LAB**	XBRL Taxonomy Extension Label Linkbase
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase

\* Confidential treatment has been requested for portions of this exhibit. The redacted information has been filed separately with the SEC.

\*\* Previously filed.

**SIGNATURE**

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 thereunto duly authorized.

SPIRIT AIRLINES, INC.

Date: December 21, 2011

By: /s/ David Lancelot  
David Lancelot  
Senior Vice President and  
Chief Financial Officer

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