Spirit Airlines, Inc. Form 4 July 18, 2013

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

Number:

Expires:

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Biffle Barry			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Spirit Airlines, Inc. [SAVE]	(Check all applicable)		
(Last)	(Last) (First) (Middle		3. Date of Earliest Transaction			
C/O SPIRIT AIRLINES, INC., 2800 EXECUTIVE WAY			(Month/Day/Year) 07/16/2013	Director 10% Owner _X Officer (give title Other (specify below)  Former Exec VP and CMO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MIRAMAR	FL 33025		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

#### MIRAMAR, FL 33025

(Ctota)

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		
, , , ,		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	,	1	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	07/16/2013		M	2,500	A	\$ 7.8	34,300 (1) (2)	D		
Common Stock	07/16/2013		J(3)	2,500	D	\$0	31,800 (1) (2)	D		
Common Stock	07/16/2013		J <u>(3)</u>	2,500	A	\$0	29,989 (2) (4)	I	See Footnote (5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Person

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.8	07/16/2013		M	2,500	<u>(6)</u>	07/27/2020	Common Stock	2,500

Relationships

### **Reporting Owners**

Director 10% Owner Officer Other	Reporting Owner Name / Address			•	
		Director	10% Owner	Officer	Other

Biffle Barry

Former C/O SPIRIT AIRLINES, INC. Exec VP 2800 EXECUTIVE WAY and CMO MIRAMAR, FL 33025

### **Signatures**

/s/ Thomas Canfield, as Attorney-In-Fact for Barry 07/18/2013 Biffle

> \*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 31,800 Restricted Stock Units.
- On May 17, 2013, the Reporting Person transferred 27,489 shares of Common Stock to Meabs Bay LP, a limited partnership in which the Reporting Person holds a controlling interest. The total amount of securities beneficially owned as reported herein reflects such transfer.
- The Reporting Person transferred 2,500 shares of Common Stock to Meabs Bay LP, a limited partnership in which the Reporting Person **(3)** holds a controlling interest, immediately following the option exercise reported herein.
- Please note the Form 4 filed by the Reporting Person on May 7, 2013 inadvertently over reported the number of shares withheld by 177 shares. Therefore, the total amount of securities beneficially owned as reported herein reflects an adjustment of 177 shares.

Reporting Owners 2

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- (5) Shares held by Meabs Bay LP, a limited partnership in which the Reporting Person holds a controlling interest.
- 25% of the shares that remain subject to the option would vest and become exercisable on February 2, 2014. However, in accordance with
- (6) Spirit Airlines, Inc.'s 2011 Equity Incentive Award Plan (the "Plan"), the remaining unvested shares subject to the option will not be exercisable as a result of the Reporting Person's resignation from the Company.
- (7) Due to the Reporting Person's resignation from the Company and the provisions of the Plan, the unvested portion of this option has been cancelled.

#### **Remarks:**

#### Former Executive VP and Chief Marketing Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.