

Spirit Airlines, Inc.
Form 4
July 18, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Biffle Barry

(Last) (First) (Middle)

C/O SPIRIT AIRLINES, INC., 2800 EXECUTIVE WAY

(Street)

MIRAMAR, FL 33025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Spirit Airlines, Inc. [SAVE]

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Exec VP and CMO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
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(3)	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.

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number 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)	8. 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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biffle Barry C/O SPIRIT AIRLINES, INC. 2800 EXECUTIVE WAY MIRAMAR, FL 33025			Former Exec VP and CMO	

Signatures

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

**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.
- (2) 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.
- (3) The Reporting Person transferred 2,500 shares of Common Stock to Meabs Bay LP, a limited partnership in which the Reporting Person holds a controlling interest, immediately following the option exercise reported herein.
- (4) 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.

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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.
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