

Spirit Airlines, Inc.
Form 3
January 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â OCM Spirit Holdings III-A,
LLC

(Last) (First) (Middle)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P.,Â 333
SOUTH GRAND AVE., 28TH
FLOOR

(Street)

LOS ANGELES,Â CAÂ 90071

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
12/29/2011

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
Member of 10% Owner Group.

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value of \$0.0001 per
share

17,156,116

I (1)

See footnote (1)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM Spirit Holdings III-A, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVE., 28TH FLOOR LOS ANGELES, CA 90071	Â	Â	Â	Member of 10% Owner Group.

Signatures

See signatures included on
Ex.99.1

01/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) On December 29, 2011, pursuant to a Transfer of Limited Liability Company Interest Agreement, OCM Principal Opportunities Fund II, L.P. ("POF II") and OCM Principal Opportunities Fund III, L.P. ("POF III") transferred their interests in OCM Spirit Holdings II, LLC to OCM Spirit Holdings III-A, LLC ("Holdings III-A", an entity wholly owned by POF II and POF III) and POF III transferred its interest in OCM Spirit Holdings III, LLC to Holdings III-A, constituting a change in beneficial ownership.

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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