

Spirit Airlines, Inc.
Form 4
August 06, 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 *
Indigo Florida L.P.

(Last) (First) (Middle)

C/O INDIGO PARTNERS
LLC, 2525 EAST CAMELBACK
ROAD, SUITE 800

(Street)

PHOENIX, AZ 85016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2013

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2013		S ⁽¹⁾		11,266,193	D	\$ 33.15 0
Common Stock	08/02/2013		S ⁽¹⁾		804,727	D	\$ 33.15 0
Common Stock							7,128 ⁽⁵⁾

See Footnotes (2) (4)
See Footnotes (3) (4)
See Footnote (6)

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Indigo Florida L.P. C/O INDIGO PARTNERS LLC 2525 EAST CAMELBACK ROAD, SUITE 800 PHOENIX, AZ 85016	X	X		
Long Bar Miramar LLC 2525 EAST CAMELBACK ROAD, SUITE 800 PHOENIX, AZ 85016	X	X		
FRANKE WILLIAM A 2525 EAST CAMELBACK ROAD, SUITE 800 PHOENIX, AZ 85016	X	X		

Signatures

/s/ Thomas Canfield, as Attorney-in-Fact for Indigo Florida, L.P. 08/06/2013
 **Signature of Reporting Person Date

/s/ Thomas Canfield, as Attorney-in-Fact for Long Bar Miramar LLC 08/06/2013
 **Signature of Reporting Person Date

/s/ Thomas Canfield, as Attorney-in-Fact for William Franke 08/06/2013

__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) Transaction carried out as part of an underwritten secondary public offering of common stock of the issuer consummated on August 2, 2013.
- (2) Shares held by Indigo Florida, L.P.
- (3) Shares held by Long Bar Miramar, LLC.
- Indigo Pacific Partners LLC is the sole member of Indigo Pacific Capital LLC, which is the general partner of Indigo Pacific Management LP, which is the general partner of Indigo Florida, L.P. Indigo Management LLC is the manager of Long Bar Miramar LLC.
- (4) William Franke, a member of the Issuer's board of directors, is a managing member of Indigo Pacific Partners LLC and a manager of Indigo Management LLC and shares voting and investment power over the shares held by Indigo Florida, L.P. and by Long Bar Miramar LLC. Mr. Franke disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- Includes 3,200 unvested Restricted Stock Units ("RSUs"). Such RSUs were awarded to William A. Franke on April 8, 2013 by the Issuer for his board service under the Issuer's non-executive director compensation program administered under the Issuer's 2011 Equity Incentive Plan. As a result of the sale of all of the shares by Indigo Florida and Long Bar Miramar, Mr. Franke has disclosed his intention to resign from the Board of Directors of the Issuer on August 7, 2013. Upon Mr. Franke's resignation, all of the RSUs will be forfeited.
- (6) Shares held by William A. Franke

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.