

SPIRIT AIRLINES, INC.

Reported by
MCKENZIE KEN

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/24/11 for the Period Ending 05/24/11

Address	2800 EXECUTIVE WAY MIRAMAR, FL 33025
Telephone	954-447-7920
CIK	0001498710
Symbol	SAVE
SIC Code	4512 - Air Transportation, Scheduled
Fiscal Year	12/31

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

1. Name and Address of Reporting Person * McKenzie Ken	2. Date of Event Requiring Statement (MM/DD/YYYY) 5/24/2011	3. Issuer Name and Ticker or Trading Symbol Spirit Airlines, Inc. [SAVE]
(Last) (First) (Middle) C/O SPIRIT AIRLINES, INC., 2800 EXECUTIVE WAY	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer /	
(Street) MIRAMAR, FL 33025	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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			
Stock Option (right to buy)	(1)	7/27/2020	Class B Common Stock (2)	185000	\$7.80	D	
Stock Option (right to buy)	(3)	7/27/2020	Class B Common Stock (2)	30000	\$7.80	D	

Explanation of Responses:

- (1) 25% of the shares subject to the option will vest and become exercisable annually following December 10, 2009 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.
- (2) Pursuant to the Fourth Amended and Restated Certificate of Incorporation of Spirit Airlines, Inc. (the "Issuer") to be filed immediately prior to the closing of the Issuer's initial public offering, each one (1) outstanding share of Class A Common Stock will be reclassified as one (1) share of a newly-established class of stock of the Issuer designated as "Common Stock" and each one (1) outstanding share of Class B Common Stock will be reclassified as one (1) share of a newly-established class of stock of the Issuer designated as "Non-Voting Common Stock." Pursuant to that certain Recapitalization Agreement, dated as of September 17, 2010, by and among the Issuer, certain stockholders of the Issuer, and certain noteholders of the Issuer, immediately following the closing of the Issuer's initial public offering, each one (1) share of Non-Voting Common Stock then held by the Reporting Person will be exchanged for one (1) share of Common Stock.
- (3) 25% of the shares subject to the option will vest and become exercisable annually following July 27, 2010 (the "Vesting Commencement Date"),

such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenzie Ken C/O SPIRIT AIRLINES, INC. 2800 EXECUTIVE WAY MIRAMAR, FL 33025			Chief Operating Officer	

Signatures

/s/ Thomas Canfield, as Attorney-in-Fact for Ken McKenzie

5/24/2011

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Ben Baldanza, David Lancelot and Thomas Canfield, and each of them his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Spirit Airlines, Inc. (the "Company"), Forms 3, 4, 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. execute for and on behalf of the undersigned, one or more Forms 144 under the Securities Act of 1933, as amended, as and when authorized by the undersigned telephonically or by electronic transmission (including e-mail);
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of an transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on May 24, 2011.

Signature: /s/ Ken McKenzie
Print Name: Ken McKenzie