

Spirit Airlines, Inc.  
Form 8-K  
May 24, 2018

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

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FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 2018

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SPIRIT AIRLINES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-35186                      38-1747023  
(Commission File Number) (IRS Employer Identification Number)

2800 Executive Way  
Miramar, Florida 33025  
(Address of principal executive offices, including Zip Code)

(954) 447-7920  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2018 Annual Meeting of Stockholders (the "Annual Meeting") of the Company was held on May 22, 2018 via live webcast at [www.virtualshareholdermeeting.com/SAVE2018](http://www.virtualshareholdermeeting.com/SAVE2018). Of the 68,248,668 shares of voting common stock outstanding as of March 26, 2018, the record date, 63,882,825 shares, or approximately 93.6%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 6, 2018.

Proposal 1 - Election of Directors

The following three (3) Class I directors were elected to serve for three-year terms until the 2021 annual meeting of stockholders or until their respective successors are elected and qualified.

| Name                 | Votes For  | Against | Votes Withheld | Broker Non-Votes |
|----------------------|------------|---------|----------------|------------------|
| Robert D. Johnson    | 56,758,082 | —       | 781,185        | 6,343,558        |
| Barclay G. Jones III | 55,884,180 | —       | 1,655,087      | 6,343,558        |
| Dawn M. Zier         | 49,935,435 | —       | 7,585,832      | 6,343,558        |

Proposal 2 -- Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 62,987,110 | 702,842 | 192,873 | —                |

Proposal 3 - Approval on a non-binding, advisory basis, of the compensation of the Company's named executive officers.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 56,898,700 | 605,151 | 35,416  | 6,343,558        |

Proposal 4 - Approval on a non-binding, advisory basis, of the frequency of future advisory votes on the compensation of the Company's named executive officers.

Stockholders were given the option of voting for every one, two or three years, or abstaining. The largest number of stockholders voted for "one year," as highlighted below.

| For 1 Year | For 2 Years | For 3 Years | Abstain | Broker Non-Votes |
|------------|-------------|-------------|---------|------------------|
| 55,501,606 | 1,583,282   | 423,610     | 30,769  | 6,343,558        |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2018

SPIRIT AIRLINES, INC.

By: /s/ Thomas Canfield

Name: Thomas Canfield

Title: Senior Vice President and General Counsel