

SPIRIT REALTY CAPITAL, INC.
Form SC 13G
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Spirit Realty Capital, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

84860F109

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 84860F109

SCHEDULE 13G

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon Management LP ("TPG-Axon Management")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6,568,408 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

6,568,408 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,568,408 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 7.7%

TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 84860F109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon Partners GP, L.P. ("PartnersGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x

(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		6,568,408 shares of Common Stock
EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0
WITH		
	8	SHARED DISPOSITIVE POWER
		6,568,408 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,568,408 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12

TYPE OF REPORTING PERSON (See Instructions)

PN



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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon GP, LLC ("GPLLC")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
2 Instructions)

(a) x

(b) o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

State of Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

6,568,408 shares of Common Stock

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

6,568,408 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,568,408 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 7.7%

TYPE OF REPORTING PERSON (See Instructions)

OO



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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon Partners, LP ("TPG-Axon Domestic")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

2,299,025 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

2,299,025 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,299,025 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 2.7%

TYPE OF REPORTING PERSON (See Instructions)

PN



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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon Spirit Holdings Ltd. ("TPG-Axon Spirit")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

4,269,383 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

4,269,383 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,269,383 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0%
12

TYPE OF REPORTING PERSON (See Instructions)

CO



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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon International, L.P. ("TPG-Axon International")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
2 Instructions)

(a) x

(b) o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

4,269,383 shares of Common Stock

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,269,383 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,269,383 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0%
12

TYPE OF REPORTING PERSON (See Instructions)

PN

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TPG-Axon International GP, LLC ("InternationalGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

4,269,383 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

4,269,383 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,269,383 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.0%

TYPE OF REPORTING PERSON (See Instructions)

OO



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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dinakar Singh LLC ("Singh LLC")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6,568,408 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

6,568,408 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,568,408 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12

TYPE OF REPORTING PERSON (See Instructions)

OO



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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dinakar Singh ("Mr. Singh")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6,568,408 shares of Common Stock

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

6,568,408 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,568,408 shares of Common Stock

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 7.7%

TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 84860F109

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Item 1. (a) Name of Issuer

Spirit Realty Capital, Inc.

(b) Address of Issuer's Principal Executive Offices

16767 North Perimeter Drive, Suite 210

Scottsdale, Arizona 85260

Item 2.

(a) Name of Person Filing

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) TPG-Axon Management LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G held by TPG-Axon Partners, LP ("TPG-Axon Domestic") and TPG-Axon Spirit Holdings Ltd. ("TPG-Axon Spirit").

(ii) TPG-Axon Partners GP, L.P. ("PartnersGP"), a Delaware limited partnership, which serves as the general partner of TPG-Axon Domestic and the managing member of InternationalGP, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic and TPG-Axon Spirit.

(iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic and TPG-Axon Spirit.

(iv) TPG-Axon Domestic, a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.

(v) TPG-Axon Spirit, a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.

(vi) TPG-Axon International, L.P. ("TPG-Axon International"), a Cayman Islands exempted limited partnership, which serves as the member of TPG-Axon Spirit, with respect to the Shares reported in this Schedule 13G indirectly held by it through its subsidiary, TPG-Axon Spirit.

(vii) TPG-Axon International GP, LLC ("InternationalGP"), a Delaware limited liability company, which serves as the general partner of TPG-Axon International, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and indirectly held by TPG-Axon International.

(viii) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company which serves as the managing member of GPLLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic and TPG-Axon Spirit.

(ix) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic and TPG-Axon Spirit.

(b) Address of Principal Business Office, or, if none, Residence

All Reporting Persons, except TPG-Axon Spirit and TPG-Axon International

888 Seventh Avenue

38th Floor

New York, New York 10019

TPG-Axon Spirit and TPG-Axon International

c/o Walkers Corporate Services Limited

87 Mary Street, George Town

Grand Cayman KY1-9005

Cayman Islands

(c) Citizenship

Delaware (all, except TPG-Axon Spirit, TPG-Axon International and Mr. Singh); TPG-Axon Spirit: Cayman Islands; TPG-Axon International: Cayman Islands; Mr. Singh is a United States citizen.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share (the "Shares")

(e) CUSIP No.:

84860F109

CUSIP No. 84860F109

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

If this statement is filed pursuant to Rule 13d-1(c), check this box [].

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Item 4. Ownership

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon International has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Spirit. TPG-Axon International is the member of TPG-Axon Spirit. InternationalGP is the general partner of TPG-Axon International. PartnersGP is the general partner of TPG-Axon Domestic and the managing member of InternationalGP. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is the managing member of GPLLC. Mr. Singh, an individual, is the managing member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Spirit.

Each of Singh LLC, GPLLC, PartnersGP, InternationalGP, TPG-Axon International, and Mr. Singh disclaim beneficial ownership of all of the shares of Common Stock reported in this 13G.

(I) TPG-Axon Management

(a) Amount beneficially owned: 6,568,408 shares of Common Stock

(b) Percent of class: 7.7%

(All percentages of beneficial ownership reported in this Schedule 13G are based on the 84,851,515 outstanding shares of Common Stock reported in the Issuer's form 10Q for the quarterly period ended September 30, 2012.)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,568,408 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,568,408 shares of Common Stock

(II) PartnersGP

(a) Amount beneficially owned: 6,568,408 shares of Common Stock

(b) Percent of class: 7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,568,408 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,568,408 shares of Common Stock

(III) GPLLC

(a) Amount beneficially owned: 6,568,408 shares of Common Stock

(b) Percent of class: 7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,568,408 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,568,408 shares of Common Stock

(IV) TPG-Axon Domestic

(a) Amount beneficially owned: 2,299,025 shares of Common Stock

(b) Percent of class: 2.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 2,299,025 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,299,025 shares of Common Stock

(V) TPG-Axon Spirit

(a) Amount beneficially owned: 4,269,383 shares of Common Stock

(b) Percent of class: 5.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,269,383 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,269,383 shares of Common Stock

(VI) TPG-Axon International

(a) Amount beneficially owned: 4,269,383 shares of Common Stock

(b) Percent of class: 5.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,269,383 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,269,383 shares of Common Stock

(VII) InternationalGP

(a) Amount beneficially owned: 4,269,383 shares of Common Stock

(b) Percent of class: 5.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,269,383 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,269,383 shares of Common Stock

(VIII) Singh LLC

(a) Amount beneficially owned: 6,568,408 shares of Common Stock

(b) Percent of class: 7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,568,408 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,568,408 shares of Common Stock

(IX) Mr. Singh

(a) Amount beneficially owned: 6,568,408 shares of Common Stock

(b) Percent of class: 7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,568,408 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,568,408 shares of Common Stock

CUSIP No. 84860F109

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

See Item 4

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

CUSIP No. 84860F109

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

TPG-Axon Management LP

By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

TPG-Axon Partners GP, L.P.

By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

TPG-Axon Partners, LP

By: TPG-Axon Partners GP, L.P.,
general partner

By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

TPG-Axon Spirit Holdings Ltd.
By: TPG-Axon International, L.P., member
By: TPG-Axon International GP, LLC, general partner
By: TPG-Axon Partners GP, L.P., managing member
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

TPG-Axon International GP, LLC
By: TPG-Axon Partners GP, L.P., managing member
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

Dinakar Singh LLC

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Managing Member

By: /s/ Dinakar Singh
Name: Dinakar Singh

CUSIP No. 84860F109

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EXHIBIT 1

AGREEMENT TO MAKE JOINT FILING

Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: February 14, 2013

TPG-Axon Management LP
By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

TPG-Axon Partners GP, L.P.
By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

TPG-Axon GP, LLC

By: /s/ Dinakar Singh
Name: Dinakar Singh
Title: Chief Executive Officer

TPG-Axon Partners, LP

By: TPG-Axon Partners GP, L.P.,
general partner

By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

TPG-Axon Spirit Holdings Ltd.

By: TPG-Axon International, L.P.,
member

By: TPG-Axon International GP,
LLC, general partner

By: TPG-Axon Partners GP, L.P.,
managing member

By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

TPG-Axon International GP, LLC

By: TPG-Axon Partners GP, L.P.,
managing member

By: TPG-Axon GP, LLC, general
partner

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

Dinakar Singh LLC

By: /s/ Dinakar Singh

Name: Dinakar Singh

Title: Managing Member

By: /s/ Dinakar Singh

Name: Dinakar Singh