

TC Group, LLC
 Form 4
 June 10, 2014

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 *
 Falcon Aerospace Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
 Wesco Aircraft Holdings, Inc
 [WAIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220S

06/06/2014

(Street)

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

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

WASHINGTON, DC 20004

(City) (State) (Zip)

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 | 06/06/2014 | | S | | 6,000,000 | D | \$ 20.34 |
| | | | | | 23,330,184 | I | |

See footnotes (1)

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Falcon Aerospace Holdings, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., SUITE 220S WASHINGTON, DC 20004 | | X | | |
| Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20004 | | X | | |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| Carlyle Holdings I GP Inc. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| Carlyle Holdings I L.P. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |

TC Group, LLC
 C/O CARLYLE GROUP
 1001 PENNSYLVANIA AVENUE NW SUITE 220 S
 WASHINGTON, DC 20004 X

TC Group IV Managing GP, L.L.C.
 1001 PENNSYLVANIA AVENUE, N.W.
 SUITE 200 SOUTH, ATTN: DONNA ARRINGTON
 WASHINGTON, DC 20004 X

Signatures

Falcon Aerospace Holdings, LLC, By: /s/ Jeremy W. Anderson, Authorized Person 06/10/2014
 __Signature of Reporting Person Date

CARLYLE GROUP MANAGEMENT L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner,
 By: /s/ Jeremy W. Anderson, attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

CARLYLE HOLDINGS I GP INC., By: /s/ Jeremy W. Anderson, attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

CARLYLE HOLDINGS I GP SUB L.L.C., By: Carlyle Holdings I GP Inc., its managing
 member, By: /s/ Jeremy W. Anderson, attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

CARLYLE HOLDINGS I L.P., By: Carlyle Holdings I GP Sub L.L.C., its general partner,
 By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Jeremy W. Anderson,
 attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

TC GROUP, L.L.C., By: Carlyle Holdings I L.P., its managing member By: /s/ Jeremy W.
 Anderson, attorney-in-fact 06/10/2014
 __Signature of Reporting Person Date

TC GROUP IV MANAGING GP, L.L.C., By: TC Group, L.L.C., its managing member, By:
 Carlyle Holdings I L.P., its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact 06/10/2014
 __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).

Falcon Aerospace Holdings, LLC is the record holder of these shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the managing member of Falcon Aerospace Holdings, LLC. Accordingly, each of these entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Falcon Aerospace Holdings, LLC. The principal address of each of the foregoing entities is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

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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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