



Edgar Filing: Buyko John - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buyko John C/O AEROFLEX INCORPORATED 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803	X	^	^ Executive Vice President	^

## Signatures

/s/ John Buyko                      11/18/2010  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- These shares of common stock, par value \$.01 per share ("Common Stock"), of Aeroflex Holding Corp. ("Aeroflex Holding") are held by
- (1) VGG Holding LLC ("VGG") and are owned indirectly by the Reporting Person by virtue of the Reporting Person's Class A and Class B membership interests in VGG.
  - (2) Concurrently with the consummation of the initial public offering of Aeroflex Holding, VGG will issue Class B-1 membership interests representing an aggregate of 0.3% of the membership interests of VGG to certain members of Aeroflex Holding's management who do not currently own any Class A or Class B membership interests in VGG. Pursuant to the terms of the limited liability company agreement of VGG, the issuance of such Class B-1 membership interests will reduce the percentage of the membership interests of VGG held by the holders of Class A membership interests of VGG on a pro rata basis. Following such reduction and the consummation of Aeroflex Holding's initial public offering, the Reporting Person will indirectly beneficially own 1,714,551 shares of Common Stock of Aeroflex Holding that are held by VGG.

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.