

AEROFLEX HOLDING CORP.  
Form 4  
September 16, 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 \*  
Wactlar Edward

2. Issuer Name and Ticker or Trading Symbol  
AEROFLEX HOLDING CORP.  
[ARX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/12/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, Gen. Counsel & Sec.

C/O AEROFLEX INCORPORATED, 35 SOUTH SERVICE ROAD

(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  
 Form filed by More than One Reporting Person

PLAINVIEW, NY 11803

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.01 per share	09/12/2014		D		38,881	D	\$ 10.50 <u>(1)</u>	
Common Stock, par value \$.01 per share	09/12/2014		D		65,000	D	\$ 10.50 <u>(1)</u>	See footnote <u>(2)</u>

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	09/12/2014		D	199,119	(4)	(4)	Common Stock	199,119

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wactlar Edward C/O AEROFLEX INCORPORATED 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803			Sr. VP, Gen. Counsel & Sec.	

## Signatures

/s/ Edward  
Wactlar  
09/16/2014  
Date  
Signature of Reporting Person

## 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).
- (1) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between Aeroflex Holding Corp. (the "Issuer") and Cobham plc in exchange for \$10.50 in cash, without interest, for each share of common stock, par value \$0.01 per share, of the Issuer ("Common Stock").
- (2) These shares of Common Stock were held indirectly by the Reporting Person by virtue of the Reporting Person's Class B-1 membership interests in VGG Holding LLC and, as a result, the Reporting Person did not receive any consideration for these shares under the Merger Agreement.
- (3) Each restricted stock unit ("RSU") granted under the Issuer's 2011 Omnibus Incentive Plan represented a contingent right to receive one share of Common Stock.
- (4)

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Pursuant to the Merger Agreement, immediately prior to the effective time of the merger, the RSUs, which were to vest at various times, were cancelled in exchange for the right to receive \$10.50 in cash, without interest, for each share.

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.