

AEROFLEX HOLDING CORP.  
Form 4  
November 19, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
11/16/2013

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                         |                                      |                                                    |                                | (A) or (D)                                                        | Amount                                                                                        | Price                                                    |                                   |
| Common Stock, par value \$.01 per share | 11/16/2013                           |                                                    | M                              | A                                                                 | 1,615 <sup>(1)</sup>                                                                          | \$ 0                                                     | 22,952 D                          |
| Common Stock, par value \$.01 per share | 11/16/2013                           |                                                    | F                              | D                                                                 | 597 <sup>(1)</sup>                                                                            | \$ 6.83                                                  | 22,355 D                          |
| Common Stock, par                       |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 65,000 I                          |
|                                         |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | See Note <sup>(2)</sup>           |



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Represents 1,615 shares acquired as a result of the vesting of restricted stock units awarded on November 21, 2011 and 597 shares withheld to satisfy Reporting Person's tax withholding obligation.

These shares of Common Stock are held directly by VGG Holding LLC ("VGG") and are owned indirectly by the Reporting Person by virtue of the Reporting Person's Class B-1 membership interests in VGG. Pursuant to the terms of the limited liability company operating agreement governing VGG, the holders of Class B-1 membership interests are entitled to receive a percentage of all distributions, if any,

- (2) made by VGG after (x) the holders of Class A membership interests in VGG have received a return of their invested capital plus a 12% per annum internal rate of return (compounded annually) on their invested capital, and (y) certain members of Aeroflex Holding Corp.'s management that received Class A interests in VGG for their capital contributions to VGG have received a special distribution in the aggregate amount of approximately \$3.2 million, together with a 12% per annum internal rate of return (compounded annually).
- (3) Each restricted stock unit granted under the Issuer's 2011 Omnibus Incentive Plan represents a contingent right to receive one share of the Issuer's Common Stock.

As previously reported, on November 21, 2011, Reporting Person was granted 4,845 restricted stock units ("RSUs") designated as

- (4) "Time-Based Units," one-third (1/3) of which vested on each of November 16, 2012 and November 16, 2013 (as reflected in Table I above). The remaining RSUs shall vest on November 16, 2014, subject to the Reporting Person's continued employment in good standing with the Issuer.

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.