

AEROFLEX HOLDING CORP.
Form 4
July 02, 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)
07/01/2013

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

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 | 07/01/2013 | | M | | 9,690 (1) | \$ 0 | 24,919 D |
| Common Stock, par value \$.01 per share | 07/01/2013 | | F | | 3,582 (1) | \$ 7.89 | 21,337 D |
| Common Stock, par | | | | | | | 65,000 I |
| | | | | | | | See Note (2) |

value \$.01
per share

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 (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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | (3) | 07/01/2013 | | M | 9,690 | (4) | (4) | Common Stock | 9,690 |

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 S.
Wactlar 07/02/2013

**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).

(1)

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Represents 9,690 shares acquired as a result of the vesting of restricted stock units awarded on November 21, 2011 and 3,582 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, the reporting person was granted 48,450 restricted stock units ("RSUs"), 20% of which

- (4) vested on each of November 21, 2011, July 1, 2012 and July 1, 2013 (the "Third Vesting Date") (as reflected in Table I above). The RSUs shall continue to vest to the extent of 20% of the RSUs on each of the next two anniversaries of the Third Vesting Date, 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.

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