

Wesco Aircraft Holdings, Inc
Form 4
May 31, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TC Group IV, L.P.

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)
1001 PENNSYLVANIA AVENUE,
N.W., SUITE 200 SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
WASHINGTON, DC 20004

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

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/29/2013		S		17,250,000	D	\$ 15.32	36,230,184 I
								See footnotes (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
TC Group IV, L.P. 1001 PENNSYLVANIA AVENUE, N.W. SUITE 200 SOUTH WASHINGTON, DC 20004		X		
TC Group Cayman Investment Holdings, L.P. C/O WALKERS CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001		X		
Falcon Aerospace Holdings, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., SUITE 220S 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 Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20004		X		
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505		X		
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP L.P.		X		

1001 PENNSYLVANIA AVENUE, NW
WASHINGTON, DC 20004-2505

TC Group Cayman Investment Holdings Sub L.P.
C/O WALKER CORPORATE SERVICES LIMITED
190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

X

TC Group IV, L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, N.W., SUITE 220 S
WASHINGTON, DC 20004

X

Carlyle Partners IV L P
1001 PENNSYLVANIA AVE N W
SUITE 220
WASHINGTON, DC 20004

X

Signatures

TC GROUP IV, L.P. By: /s/ Jeremy W. Anderson, Authorized Person

05/31/2013

__Signature of Reporting Person

Date

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact

05/31/2013

__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

05/31/2013

__Signature of Reporting Person

Date

CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing Member
By: Carlyle Group Management L.L.C., its general partner By: /s/ Jeremy W. Anderson,
attorney-in-fact

05/31/2013

__Signature of Reporting Person

Date

CARLYLE HOLDINGS II L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact

05/31/2013

__Signature of Reporting Person

Date

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its
general partner By: /s/ Jeremy W. Anderson, attorney-in-fact

05/31/2013

__Signature of Reporting Person

Date

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman
Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner
By: /s/ Jeremy W. Anderson, attorney-in-fact

05/31/2013

__Signature of Reporting Person

Date

TC GROUP IV, L.L.C. By: TC Group Cayman Investment Holdings Sub L.P., it managing
member By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle
Holdings II L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact

05/31/2013

__Signature of Reporting Person

Date

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CARLYLE PARTNERS IV, L.P. By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person

05/31/2013

__Signature of Reporting Person

Date

FALCON AEROSPACE HOLDINGS, LLC By: Carlyle Partners IV, L.P., its managing member By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person

05/31/2013

__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) Falcon Aerospace Holdings, LLC ("Falcon Aerospace") is the record holder of 36,230,184 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 managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of Carlyle Partners IV, L.P., which is the managing member of Falcon Aerospace.

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.