

Wesco Aircraft Holdings, Inc  
 Form 4  
 May 31, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 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)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

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

(Street)

WASHINGTON, DC 20004

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount 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.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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.<br>1001 PENNSYLVANIA AVENUE, N.W.<br>SUITE 200 SOUTH<br>WASHINGTON, DC 20004  |               | X         |         |       |
| TC Group Cayman Investment Holdings, L.P.<br>C/O WALKERS CORPORATE SERVICES LIMITED<br>190 ELGIN AVENUE<br>GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001 |               | X         |         |       |
| Falcon Aerospace Holdings, LLC<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE., N.W., SUITE 220S<br>WASHINGTON, DC 20004                       |               | X         |         |       |
| Carlyle Group Management L.L.C.<br>C/O THE CARLYLE GROUP L.P.<br>1001 PENNSYLVANIA AVENUE, NW<br>WASHINGTON, DC 20004-2505                        |               | X         |         |       |
| Carlyle Group L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVENUE, N.W.<br>WASHINGTON, DC 20004   |               | X         |         |       |
| Carlyle Holdings II GP L.L.C.<br>C/O THE CARLYLE GROUP L.P.<br>1001 PENNSYLVANIA AVENUE, NW<br>WASHINGTON, DC 20004-2505                          |               | X         |         |       |
| Carlyle Holdings II L.P.<br>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 X  
190 ELGIN AVENUE  
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

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

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

## Signatures

TC GROUP IV, L.P. By: /s/ Jeremy W. Anderson, Authorized Person 05/31/2013  
Date  
Signature of Reporting Person

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact 05/31/2013  
Date  
Signature of Reporting Person

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  
Date  
Signature of Reporting Person

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  
Date  
Signature of Reporting Person

CARLYLE HOLDINGS II L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact 05/31/2013  
Date  
Signature of Reporting Person

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  
Date  
Signature of Reporting Person

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  
Date  
Signature of Reporting Person

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  
Date  
Signature of Reporting Person

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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.