

Knoll John D.
Form 3
November 18, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Knoll John D. | | (Month/Day/Year) | AEROFLEX HOLDING CORP. [ARX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/18/2010 | | |
| ONE EMBARCADERO CENTER,Â 39TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| SAN FRANCISCO,Â CAÂ 94111 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, par value \$0.01 | 15,245,521 | I | See Notes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Knoll John D. ONE EMBARCADERO CENTER 39TH FLOOR SAN FRANCISCO, CA 94111 | X | X | | |

Signatures

/s/ Jeremy M. Veit, by power of attorney 11/18/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes shares of common stock held indirectly (through their ownership in VGG Holding LLC ("VGG")) by (a) Golden Gate Capital Investment Fund II, L.P., (b) Golden Gate Capital Investment Annex Fund II, L.P., (c) Golden Gate Capital Investment Fund II (AI), L.P., (d) Golden Gate Capital Investment Annex Fund II (AI), L.P., (e) Golden Gate Capital Associates II-QP, LLC, (f) Golden Gate Capital Associates II-AI, LLC, (g) CCG AV, LLC - Series A, (h) CCG AV, LLC - Series C, (i) CCG AV, LLC - Series I and (j) CCG AV, LLC - Series E. The entities listed in clauses (a) through (f) are managed by Golden Gate Capital Management II, L.L.C., and the entities listed in clauses (g) through (j) are managed by Golden Gate Capital Management, L.L.C. (together with the entities listed in clauses (a) through (j) and Golden Gate Capital Management II, L.L.C., the "Golden Gate Entities").
 - (2) Mr. Knoll is a Managing Director of an affiliate of both Golden Gate Capital Management, L.L.C. and Golden Gate Capital Management II, L.L.C. and may be deemed to be the beneficial owner of the entities listed in clauses (a) through (j). Mr. Knoll disclaims beneficial ownership in the shares owned by VGG, except to the extent of his pecuniary interest therein.
 - (3) Concurrently with the consummation of the initial public offering of Aeroflex Holding Corp. ("Aeroflex Holding"), VGG will issue Class B-1 membership interests representing an aggregate of 0.3% of the membership interests of VGG to certain members of Aeroflex Holding's management. Pursuant to the terms of the limited liability company agreement of VGG, the issuance of such Class B-1 membership interests will reduce the percentage of the membership interests of VGG held by the holders of Class A membership interests of VGG on a pro rata basis. Following such reduction and the consummation of Aeroflex Holding's initial public offering, the Golden Gate Entities will indirectly beneficially own 15,195,250 shares of Common Stock of Aeroflex Holding that are held by VGG.

Remarks:
 Exhibit List: Exhibit 24.1 - Power of Attorney.

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.