

AEROFLEX HOLDING CORP.  
Form 4  
September 16, 2014

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

OMB APPROVAL

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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 \*  
**BADLATO CHARLES**

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)  
**09/12/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP-Treasurer & Asst. 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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$.01 per share | 09/12/2014                           |  | D                              |   | 11,626  | D  | \$ 10.50 <sup>(1)</sup>                    |
| Common Stock, par value \$.01 per share | 09/12/2014                           |  | D                              |   | 119,292   | D  | \$ 10.50 <sup>(1)</sup>                    |
|   |                                      |  |                                |   |   | I  | See footnote <sup>(2)</sup>                |

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.

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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 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (3)  | 09/12/2014                           |  | D                              | 105,435   | (4)  | (4)   | Common Stock | 105,435                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| BADLATO CHARLES<br>C/O AEROFLEX INCORPORATED<br>35 SOUTH SERVICE ROAD<br>PLAINVIEW, NY 11803 |               |           | VP-Treasurer<br>& Asst. Sec. |       |

## Signatures

/s/ Charles Badlato 09/16/2014

\*\*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) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between Aeroflex Holding Corp. (the "Issuer") and Cobham plc in exchange for \$10.50 in cash, without interest, for each share of common stock, par value \$0.01 per share, of the Issuer ("Common Stock").
- (2) These shares of Common Stock were held indirectly by the Reporting Person by virtue of the Reporting Person's Class A and Class B membership interests in VGG Holding LLC and, as a result, the Reporting Person did not receive any consideration for these shares under the Merger Agreement.
- (3) Each restricted stock unit ("RSU") granted under the Issuer's 2011 Omnibus Incentive Plan represented a contingent right to receive one share of Common Stock.
- (4)

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Pursuant to the Merger Agreement, immediately prior to the effective time of the merger, the RSUs, which were to vest at various times, were cancelled in exchange for the right to receive \$10.50 in cash, without interest, for each share.

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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