

Bancroft Thomas
Form 4
February 16, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Makaira Partners LLC

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)
7776 IVANHOE AVENUE #250,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2018

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

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

LA JOLLA, CA 92037

(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	02/14/2018		P		250,000	A	\$ 8.7161 <u>(1)</u>	10,423,818	I	See footnote <u>(2)</u>
Common Stock	02/15/2018		P		100,000	A	\$ 8.825	10,523,818	I	See footnote <u>(2)</u>
Common Stock	02/16/2018		P		200,000	A	\$ 8.8948 <u>(3)</u>	10,723,818	I	See footnote <u>(2)</u>
Common Stock								22,588	I	See footnote

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Common Stock	35,533	I	(4) See footnote (5)
Common Stock	49,200	I	See footnote (6)

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)

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 Repo 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
Makaira Partners LLC 7776 IVANHOE AVENUE #250 LA JOLLA, CA 92037		X		
Bancroft Thomas C/O WESCO AIRCRAFT HOLDINGS, INC. 24911 AVENUE STANFORD VALENCIA, CA 91355	X	X		

Signatures

Makaira Partners LLC, by: /s/ Adam Garcia, Chief Financial Officer and Chief Compliance Officer

02/16/2018

__Signature of Reporting Person

Date

Thomas Bancroft, by: /s/ John G. Holland, as Attorney-in-Fact

02/16/2018

__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) The price reported is a weighted average price. These shares were purchased in multiple transactions at per share prices ranging from \$8.60 to \$8.80. The Reporting Persons undertake to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(2) By Makaira Partners LLC. Thomas Bancroft is the Managing Member, Portfolio Manager and Chief Investment Officer of Makaira Partners LLC. Mr. Bancroft disclaims beneficial ownership for purposes of Section 16 of the Exchange Act of all securities reported herein, except to the extent of his pecuniary interest therein.

(3) The price reported is a weighted average price. These shares were purchased in multiple transactions at per share prices ranging from \$8.875 to \$8.90. The Reporting Persons undertake to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(4) By Mr. Bancroft. Mr. Bancroft is the Managing Member, Portfolio Manager and Chief Investment Officer of Makaira Partners LLC. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.

(5) By family members of Mr. Bancroft. Mr. Bancroft disclaims beneficial ownership for purposes of Section 16 of the Exchange Act of all securities reported herein, except to the extent of his pecuniary interest therein. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.

(6) By Mr. Bancroft's IRA. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.

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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