AEROFLEX HOLDING CORP.

Form 4

September 16, 2014

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

OMB APPROVAL

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SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VGG HOLDING LLC

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol AEROFLEX HOLDING CORP.

(Month/Day/Year)

09/12/2014

[ARX]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director Officer (give title below)

X__ 10% Owner Other (specify

C/O VERITAS CAPITAL, 590 MADISON AVENUE, 41ST

FLOOR

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 8)

Code V

D

7. Nature of

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

Amount

65,000,000

5. Amount of Securities Beneficially Owned Following

Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A)

(D)

Reported (I) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

D

Common Stock, par

\$0.01 per share

value 09/12/2014

0 D (1)

Price

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

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(9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Securiti	es	(Instr. 5)	Bene
	Derivative			Securities Acquired			(Instr. 3 and 4)			Own	
	Security									Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									\		
									Amount		
					Date Exercisable	Expiration	Of				
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Coae V	(A) (D)			S	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotting of the Finance, Finances	Director	10% Owner	Officer	Other			
VGG HOLDING LLC							
C/O VERITAS CAPITAL	X						
590 MADISON AVENUE, 41ST FLOOR		Λ					
NEW YORK, NY 10022							

Signatures

/s/ Hugh D. Evans, 09/16/2014 Secretary

**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).
- Disposed of pursuant to the Agreement and Plan of Merger 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.

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.

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