

Wesco Aircraft Holdings, Inc
Form 8-K
January 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **January 28, 2014**

Wesco Aircraft Holdings, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-35235
(Commission File Number)

20-5441563
(IRS Employer
Identification No.)

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27727 Avenue Scott

Valencia, California 91355

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(661) 775-7200**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On January 28, 2014, Wesco Aircraft Holdings, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting).

(b) At the Annual Meeting, the Company's stockholders considered and voted upon the following proposals:

1. The election of three directors (Adam J. Palmer, Norton A. Schwartz and Randy J. Snyder) to serve as Class III directors for a term of three years and until their successors are duly elected and qualified;
2. The approval, by a non-binding advisory vote, of the Company's executive compensation; and
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending September 30, 2014.

Proposal 1 Election of Directors

The following table sets forth the number of votes in favor, the number of votes withheld and the number of broker non-votes with respect to Proposal 1, the election of Class I directors:

Director	Votes in Favor	Votes Withheld	Broker Non-Votes
Adam J. Palmer	79,343,102	10,547,885	1,789,990
Norton A. Schwartz	83,139,711	6,751,276	1,789,990
Randy J. Snyder	83,296,704	6,594,283	1,789,990

Proposal 2 Approval on an Advisory Basis of the Company's Executive Compensation

The following table sets forth the number of votes in favor, the number of votes against, the number of abstentions and the number of broker non-votes with respect to Proposal 2, the approval, by a non-binding advisory vote, of the Company's executive compensation:

Votes in Favor	Votes Against	Abstentions	Broker Non-Votes
89,638,577	192,866	59,544	1,789,990

Proposal 3 Ratification of Appointment of Independent Auditors

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The following table sets forth the number of votes in favor, the number of votes against and the number of abstentions with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending September 30, 2014:

Votes in Favor	Votes Against	Abstentions
78,392,542	13,279,999	8,436

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 31, 2014

WESCO AIRCRAFT HOLDINGS, INC.

By:

/s/ Gregory A. Hann

Gregory A. Hann

Executive Vice President and Chief Financial Officer