

Wesco Aircraft Holdings, Inc
 Form 4
 February 13, 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 *
 Snyder Randy J.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

C/O WESCO AIRCRAFT HOLDINGS, INC., 27727 AVENUE SCOTT

(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

VALENCIA, CA 91355

(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 or Price		
Common Stock	10/01/2013		A		24,800 ⁽¹⁾	A	\$ 0
Common Stock	10/02/2013		M		10,000	A	\$ 4.13
Common Stock	10/02/2013		S ⁽²⁾		10,000	D	\$ 20.5681 ⁽³⁾
Common Stock	10/02/2013		M		10,000	A	\$ 4.13

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Common Stock	10/02/2013		S ⁽²⁾	10,000	D	\$ 20.5914 <u>(4)</u>	69,800	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Employee Stock Options (right to buy)	\$ 20.87	10/01/2013		A		124,200	<u>(5)</u>	10/01/2023	Common Stock
Employee Stock Options (right to buy)	\$ 4.13	10/02/2013		M		10,000	10/13/2011	05/17/2017	Common Stock
Employee Stock Options (right to buy)	\$ 4.13	10/02/2013		M		10,000	10/13/2011	05/17/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Snyder Randy J. C/O WESCO AIRCRAFT HOLDINGS, INC. 27727 AVENUE SCOTT VALENCIA, CA 91355	X		Chairman, President & CEO	

Signatures

/s/ Gregory A. Hann, as
Attorney-in-Fact

02/13/2014

__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) Represents 24,800 unvested shares of restricted common stock, which will vest in three equal installments on September 30, 2014, 2015 and 2016.

(2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 6, 2013.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$20.50 to
(3) \$20.72395. The reporting person undertakes 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 sold at each separate price within the range set forth in this Footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$20.50 to
(4) \$20.75. The reporting person undertakes 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 sold at each separate price within the range set forth in this Footnote.

(5) These options vest in there equal installments on September 30, 2014, 2015 and 2016.

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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