

Wesco Aircraft Holdings, Inc
Form SC 13G/A
February 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 1)*

Wesco Aircraft Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

950814103

(CUSIP Number)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder
of this cover
page shall be
filled out for a
reporting
person's initial

filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 950814103 13G

1 NAMES OF
REPORTING
PERSONS

MSD Capital, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

5,045,304

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

5,045,304

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,045,304

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

5.1%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

¹ The percentages used herein and in the rest of this Schedule 13G are calculated based upon 99,012,965 shares of common stock outstanding as of November 21, 2016 as disclosed in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on November 28, 2016.

CUSIP NO. 950814103 13G

1 NAMES OF
REPORTING
PERSONS

MSD SBI, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

5,045,304

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

5,045,304

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,045,304

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

5.1%1

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 950814103 13G

1 NAMES OF
REPORTING
PERSONS

Michael S. Dell

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

5,045,304

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

5,045,304

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,045,304

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

5.1%1

12 TYPE OF
REPORTING
PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 950814103 13G

Item 1(a) Name of
Issuer:

The name of
the issuer is
Wesco Aircraft
Holdings, Inc.
(the
"Company").

Item 1(b) Address of
Issuer's
Principal
Executive
Offices:

The Company's
principal
executive
office is
located at
24911 Avenue
Stanford,
Valencia, CA
91355.

Item 2(a) Name of
Person Filing:

This Schedule
13G is being
jointly filed by
and on behalf
of each of
MSD Capital,
L.P. ("MSD
Capital"), MSD
SBI, L.P.
("MSD SBI")
and Michael S.
Dell
(collectively,
the "Reporting
Persons").
MSD SBI is

the direct
owner of the
securities
covered by this
statement.

MSD Capital is
the general
partner of, and
may be deemed
to beneficially
own securities
beneficially
owned by
MSD SBI.

MSD Capital
Management,
LLC ("MSD
Capital
Management")
is the general
partner of, and
may be deemed
to beneficially
own securities
beneficially
owned by
MSD Capital.

Each of Glenn
R. Fuhrman,
John Phelan
and Marc R.
Lisker is a
manager of,
and may be
deemed to be
beneficially
owned by
MSD Capital
Management.

Michael S.
Dell is the
controlling
member of,
and may be
deemed to
beneficially
own securities
beneficially
owned by
MSD Capital

Management.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2017, a copy of which is filed with this Schedule 13G as Exhibit 99.2, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Address of
Principal
Business
Office or, if
none,
Residence:

The address of
the principal
business office
of each of
MSD Capital
and MSD SBI
is 645 Fifth
Avenue, 21st
Floor, New
York, New
York 10022.

The address of
the principal
business office
of Mr. Dell is
c/o Dell, Inc.,
One Dell Way,
Round Rock,
Texas, 78682.

Item 2(c) Citizenship:

Each of MSD
Capital and
MSD SBI is
organized as a
limited
partnership
under the laws
of the State of
Delaware.

Michael S.
Dell is a citizen
of the United
States.

Item 2(d) Title of Class
of Securities:

Common Stock

Item 2(e) CUSIP No.:

950814103

If this
statement is
filed pursuant
to Rules
Item 3 13d-1(b), or
13d-2(b),
check whether
the person
filing is a:

Not
applicable.

Item 4 Ownership:

A. MSD Capital, L.P.

(a) Amount beneficially owned: 5,045,304

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,045,304

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,045,304

B. MSD SBI, L.P.

(a) Amount beneficially owned: 5,045,304

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,045,304

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,045,304

C. Michael S. Dell

- (a) Amount beneficially owned: 5,045,304
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 5,045,304
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 5,045,304

D. MSD Capital Management, LLC

- (a) Amount beneficially owned: 5,045,304
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 5,045,304
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 5,045,304

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 5,045,304
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 5,045,304
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 5,045,304

F. John Phelan

- (a) Amount beneficially owned: 5,045,304

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,045,304

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,045,304

G. Marc R. Lisker

(a) Amount beneficially owned: 5,045,304

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,045,304

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,045,304

Item 5

Ownership of
Five Percent
or Less of a
Class:

If this
statement is
being filed to
report the fact
that as of the
date hereof
each of the
Reporting
Persons has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,

check the following [].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

MSD Capital, L.P.

MSD SBI, L.P.

By: MSD Capital Management, LLC
Its: General Partner

By: MSD Capital, L.P.
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: MSD Capital Management, LLC
Its: General Partner

Michael S. Dell

By: /s/ Marc R. Lisker
Name: Marc R. Lisker

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Attorney-in-Fact

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

- 99.1 Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Schedule 13G filed by MSD Capital, MSD Energy Investments, L.P. and Michael S. Dell with the Securities and Exchange Commission on February 22, 2011 relating to the common units of Atlas Energy, L.P.).
- 99.2 Joint Filing Agreement dated February 14, 2017
-
-

Exhibit 99.2

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2017

MSD Capital, L.P.

MSD SBI, L.P.

By: MSD Capital Management, LLC
Its: General Partner

By: MSD Capital, L.P.
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: MSD Capital Management, LLC
Its: General Partner

Michael S. Dell

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Attorney-in-Fact