

Wesco Aircraft Holdings, Inc
Form SC 13G/A
February 14, 2018

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. 2)*

Wesco Aircraft Holdings, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

950814103

(CUSIP Number)

December 31, 2017

(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 GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
	SHARED VOTING POWER
6	-0-
	SOLE DISPOSITIVE POWER
7	-0-
	SHARED DISPOSITIVE POWER
8	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0%
12	

TYPE OF REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 950814103 13G

1	NAMES OF REPORTING PERSONS
	MSD SBI, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
	SHARED VOTING POWER
6	-0-
	SOLE DISPOSITIVE POWER
7	-0-
	SHARED DISPOSITIVE POWER
8	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0%

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 GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
	SHARED VOTING POWER
6	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER
	7 -0-
	SHARED DISPOSITIVE POWER
	8 -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0%

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").

(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 Amendment No. 2 to 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 beneficially own securities 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, 2018, 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.

(b) 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.

(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.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP No.:

950814103

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

Not applicable.

Item 4 Ownership:

As of December 31, 2017, the Reporting Persons beneficially owned no shares of the Common Stock of the Company.

A. MSD Capital, L.P.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (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: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-

B. MSD SBI, L.P.

- ~~(a)~~ Amount beneficially owned: -0-
- ~~(b)~~ Percent of class: 0%
- ~~(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: -0-
 - ~~(iii)~~ Sole power to dispose or direct the disposition: -0-

~~Share~~d power to dispose or direct the disposition: -0-

C. Michael S. Dell

~~(A)~~mount beneficially owned: -0-

~~(P)~~ercent of class: 0%

~~(N)~~umber of shares as to which such person has:

~~(S)~~ole power to vote or direct the vote: -0-

~~(S)~~hared power to vote or direct the vote: -0-

~~(S)~~ole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

D. MSD Capital Management, LLC

~~(A)~~mount beneficially owned: -0-

~~(P)~~ercent of class: 0%

~~(N)~~umber of shares as to which such person has:

~~(S)~~ole power to vote or direct the vote: -0-

~~(S)~~hared power to vote or direct the vote: -0-

~~(S)~~ole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

E. Glenn R. Fuhrman

~~(A)~~mount beneficially owned: -0-

~~(P)~~ercent of class: 0%

~~(N)~~umber of shares as to which such person has:

~~(S)~~ole power to vote or direct the vote: -0-

~~(S)~~hared power to vote or direct the vote: -0-

~~(S)~~ole power to dispose or direct the disposition: -0-

~~(S)~~hared power to dispose or direct the disposition: -0-

F. John Phelan

~~(A)~~ Amount beneficially owned: -0-

~~(B)~~ Percent of class: 0%

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

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

~~(SH)~~ Shared power to vote or direct the vote: -0-

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

~~(SHD)~~ Shared power to dispose or direct the disposition: -0-

G. Marc R. Lisker

~~(A)~~ Amount beneficially owned: -0-

~~(B)~~ Percent of class: 0%

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

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

~~(SH)~~ Shared power to vote or direct the vote: -0-

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

~~(SHD)~~ Shared power to dispose or direct the disposition: -0-

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 [X].

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 Amendment No. 2 to Schedule 13G is true, complete and correct.

Date: February 14, 2018

MSD Capital, L.P. MSD SBI, L.P.

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

By: /s/ Marc R. Lisker By: MSD Capital Management, LLC
Name: Marc R. Lisker Its: General Partner
Title: Manager

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

EXHIBIT INDEX

Exhibit Description of Exhibit

Edgar Filing: Wesco Aircraft Holdings, Inc - Form SC 13G/A

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, 2018

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 Amendment No. 2 to Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Amendment No. 2 to 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, 2018

MSD Capital, L.P. MSD SBI, L.P.

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

By: /s/ Marc R. Lisker By: MSD Capital Management, LLC
Name: Marc R. Lisker Its: General Partner
Title: Manager

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