

Bancroft Thomas  
Form 4  
November 13, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Makaira Partners LLC

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)  
7776 IVANHOE AVENUE #250,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2017

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

LA JOLLA, CA 92037

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)	
			Code	V Amount or (D) Price				
Common Stock	11/08/2017		A	9,101 (1)	\$ 0	22,588	I	See footnote (2)
Common Stock						10,173,818	I	See footnote (3)
Common Stock						49,200	I	See footnote (4)
Common Stock						35,533	I	See footnote (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Makaira Partners LLC 7776 IVANHOE AVENUE #250 LA JOLLA, CA 92037		X		
Bancroft Thomas C/O WESCO AIRCRAFT HOLDINGS, INC. 24911 AVENUE STANFORD VALENCIA, CA 91355	X	X		

## Signatures

Makaira Partners LLC, by: /s/ Sean Hidey, Chief Operating Officer and Chief Compliance Officer 11/13/2017

\*\*Signature of Reporting Person Date

Thomas Bancroft, by: /s/ John G. Holland, as Attorney-in-Fact 11/13/2017

\*\*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) These shares will vest in four equal quarterly installments beginning on December 31, 2017, subject to Thomas Bancroft's continued service on the Company's Board of Directors through the applicable vesting date.

## Edgar Filing: Bancroft Thomas - Form 4

- (2) By Mr. Bancroft. Mr. Bancroft is the Managing Member, Portfolio Manager and Chief Investment Officer of Makaira Partners LLC. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.
- By Makaira Partners LLC. Mr. Bancroft is the Managing Member, Portfolio Manager and Chief Investment Officer of Makaira Partners
- (3) LLC. Mr. Bancroft disclaims beneficial ownership for purposes of Section 16 of the Exchange Act of all securities reported herein, except to the extent of his pecuniary interest therein.
- (4) By Mr. Bancroft's IRA. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.
- By family members of Mr. Bancroft. Mr. Bancroft disclaims beneficial ownership for purposes of Section 16 of the Exchange Act of all
- (5) securities reported herein, except to the extent of his pecuniary interest therein. Makaira Partners LLC disclaims beneficial ownership of such shares and disclaims membership in a group with Mr. Bancroft.

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.