

Wesco Aircraft Holdings, Inc
 Form 4
 February 11, 2016

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 *
 Bancroft Thomas

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)
 02/09/2016

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

C/O WESCO AIRCRAFT HOLDINGS, INC., 24911 AVENUE STANFORD

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2016		P	5,626 A \$ 10.6	7,602,835	I	See footnote (1) (2)
Common Stock	02/10/2016		P	79,582 A \$ 11.1396 (3)	7,682,417	I	See footnote (1) (2)
Common Stock	02/11/2016		P	336,533 A \$ 11.0345 (4)	8,018,950	I	See footnote (1) (2)

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Common Stock	7,531	D	
Common Stock	15,433	I	By family members <u>(2)</u>
Common Stock	49,200	I	By IRA

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

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(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 (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bancroft Thomas
C/O WESCO AIRCRAFT HOLDINGS, INC.
24911 AVENUE STANFORD
VALENCIA, CA 91355

X

Signatures

/s/ John G. Holland, as
Attorney-in-Fact

02/11/2016

__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) By Makaira Partners, LLC. Mr. Bancroft is the Managing Member, Portfolio Manager and Chief Investment Officer of Makaira Partners, LLC.

(2) 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.

The price reported is a weighted average price. These shares were purchased in multiple transactions at per share prices ranging from
(3) \$11.07 to \$11.15. 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 purchased at each separate price within the range set forth in this Footnote.

The price reported is a weighted average price. These shares were purchased in multiple transactions at per share prices ranging from
(4) \$10.86 to \$11.15. 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 purchased at each separate price within the range set forth in this Footnote.

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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