AEROFLEX HOLDING CORP.

Form 4

September 16, 2014

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

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

Common

Stock

09/12-04:00/2014

GOLDMAN SACHS GROUP INC			2. Issuer Name and Ticker or Trading Symbol AEROFLEX HOLDING CORP. [ARX]						Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			saction		belo	Director Officer (give title)	le 10% Owner Other (specify below)			
200 WES	T STREET		09/12-04	1:00/20	14				,	,			
NEW YO	(Street) RK, NY 10282		4. If Amer Filed(Mon	· ·		Original		App	ndividual or Join blicable Line) Form filed by One Form filed by Moson	Reporting Pers	son		
(City)	(State)	(Zip)	Table	e I - Non	-Deri	ivative Secu	rities A	cquire	d, Disposed of, o	r Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	emed on Date, if Day/Year)	3. Transac Code (Instr. 8	etiono (1 3)	. Securities Ar Disposed of Instr. 3, 4 an	of (D)	d (A)	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)		
											See		

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

 $U^{(2)}$

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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footnotes

(1)(2)(3)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	es d d		Underlyi Securitie (Instr. 3	ying ties	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				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

GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282

GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282

GS Direct, L.L.C. 200 WEST STREET NEW YORK, NY 10282

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact 09/16-04:00/2014

**Signature of Reporting Person Date

/s/ Kevin P. Treanor, Attorney-in-fact 09/16-04:00/2014

**Signature of Reporting Person Date

/s/ Kevin P. Treanor, Attorney-in-fact 09/16-04:00/2014

**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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and GS

Direct, L.L.C. ("GS Direct", and together with GS Group and Goldman Sachs, the "Reporting Persons"). Each of Goldman Sachs and GS

Direct is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

Reporting Owners 2

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- Pursuant to an agreement and plan of merger, dated as of May 19, 2014 by and among Aeroflex Holding Corp. (the "Company"), Cobham plc ("Cobham") and Army Acquisition Corp. ("Merger Sub"), a wholly-owned subsidiary of Cobham, as amended by
- (2) Amendment No. 1 to the Merger Agreement, dated as of August 15, 2014, Merger Sub merged with and into the Company. The merger was consummated on September 12, 2014. The Company was the surviving corporation and, as a result of the merger, became a wholly-owned subsidiary of Cobham.
- Each share of the common stock, par value \$0.01 per share of the Company issued and outstanding immediately prior to the effective time of the merger was cancelled and automatically converted into the right to receive \$10.50 in cash, without interest, and less any applicable withholding taxes.

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.