

Wesco Aircraft Holdings, Inc
 Form 4
 August 15, 2013

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 *
 TC Group IV, L.P.

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)
 08/13/2013

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

1001 PENNSYLVANIA AVENUE,
 N.W., SUITE 200 SOUTH

(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

WASHINGTON, DC 20004

(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 | (A) or (D) | Price |
| Common Stock | 08/13/2013 | | S | | 6,900,000 | D | \$ 18.62 |
| | | | | | 29,330,184 | I | |

See footnotes (1)

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)

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| 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 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 |
| TC Group IV, L.P. 1001 PENNSYLVANIA AVENUE, N.W. SUITE 200 SOUTH WASHINGTON, DC 20004 | | X | | |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W. WASHINGTON, DC 20004 | | X | | |
| Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| Carlyle Holdings II L.P. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505 | | X | | |
| TC Group Cayman Investment Holdings, L.P. C/O WALKERS CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001 | | X | | |
| TC Group Cayman Investment Holdings Sub L.P. C/O WALKER CORPORATE SERVICES LIMITED | | X | | |

190 ELGIN AVENUE
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001

TC Group IV, L.L.C.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, N.W., SUITE 220 S
WASHINGTON, DC 20004 X

Carlyle Partners IV L P
1001 PENNSYLVANIA AVE N W
SUITE 220
WASHINGTON, DC 20004 X

Falcon Aerospace Holdings, LLC
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE., N.W., SUITE 220S
WASHINGTON, DC 20004 X

Signatures

/s/ R. Rainey Hoffman,
attorney-in-fact

08/15/2013

__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) Falcon Aerospace Holdings, LLC ("Falcon Aerospace") is the record holder of 29,330,184 shares of common stock. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of Carlyle Partners IV, L.P., which is the managing member of Falcon Aerospace.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

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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