

AEROFLEX HOLDING CORP.

Form 4

September 16, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knoll John D.

2. Issuer Name **and** Ticker or Trading
Symbol
AEROFLEX HOLDING CORP.
[ARX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2014

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

C/O GOLDEN GATE PRIVATE
EQUITY, INC., 1 EMBARCADERO
CENTER

(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

SAN FRANCISCO, CA 94111

(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)
Common Stock, par value \$0.01 per share	09/12/2014		D	15,504,791 (1)	D (2) 0	I	See footnotes (3) (4)

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**

SEC 1474
(9-02)

number.

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 Reported Transaction (Instr. 10)
				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

Knoll John D.
C/O GOLDEN GATE PRIVATE EQUITY, INC.
1 EMBARCADERO CENTER
SAN FRANCISCO, CA 94111

X X

Signatures

/s/ John D.
Knoll

09/16/2014

__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).

(1) Includes shares of common stock, par value \$0.01 per share, of the Issuer (the "Common Stock") beneficially owned as a result of the pro rata increase in membership interests in VGG Holding LLC ("VGG") resulting from the redemption by VGG on December 27, 2012 of certain of its outstanding membership interests not held by the Reporting Person.

(2) Disposed of pursuant to the Agreement and Plan of Merger between Aeroflex Holding Corp. (the "Issuer") and Cobham plc in exchange for \$10.50 in cash, without interest, for each share of Common Stock.

(3) Includes shares of Common Stock held indirectly (through their ownership in VGG) by (a) Golden Gate Capital Investment Fund II, L.P., (b) Golden Gate Capital Investment Annex Fund II, L.P., (c) Golden Gate Capital Investment Fund II (AI), L.P., (d) Golden Gate Capital Investment Annex Fund II (AI), L.P., (e) Golden Gate Capital Associates II-QP, LLC, (f) Golden Gate Capital Associates II-AI, LLC, (g) CCG AV, LLC - Series A, (h) CCG AV, LLC - Series C, (i) CCG AV, LLC - Series I and (j) CCG AV, LLC - Series E. The entities listed in clauses (a) through (f) are managed by Golden Gate Capital Management II, L.L.C., and the entities listed in clauses (g) through (j) are managed by Golden Gate Capital Management, L.L.C. (together with the entities listed in clauses (a) through (j) and Golden Gate Capital Management II, L.L.C., the "Golden Gate Entities").

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- Mr. Knoll is a Managing Director of an affiliate of both Golden Gate Capital Management, L.L.C. and Golden Gate Capital Management
- (4) II, L.L.C. and may be deemed to be the beneficial owner of the Golden Gate Entities. Mr. Knoll disclaims beneficial ownership in the shares owned by VGG, except to the extent of his pecuniary interest therein.

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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