TC Group, LLC
Form 4
June 10, 2014

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Falcon Aerospace Holdings, LLC

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220S

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Wesco Aircraft Holdings, Inc [WAIR]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2014		S		6,000,000	D	$ 20.34	23,330,184	I	See footnotes (1)

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

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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. Nu Deriv 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
Falcon Aerospace Holdings, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVENUE, N.W. 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 Holdings I GP Inc. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505		X		
Carlyle Holdings I GP Sub L.L.C. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505		X		
Carlyle Holdings I L.P. C/O THE CARLYLE GROUP L.P. 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004-2505		X		

TC Group, LLC C/O CARLYLE GROUP 1001 PENNSYLVANIA AVENUE NW SUITE 220 S WASHINGTON, DC 20004	X
TC Group IV Managing GP, L.L.C. 1001 PENNSYLVANIA AVENUE, N.W. SUITE 200 SOUTH, ATTN: DONNA ARRINGTON WASHINGTON, DC 20004	X

Signatures

Falcon Aerospace Holdings, LLC, By: /s/ Jeremy W. Anderson, Authorized Person	06/10/2014
**Signature of Reporting Person	Date
CARLYLE GROUP MANAGEMENT L.L.C., By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
THE CARLYLE GROUP L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP INC., By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I GP SUB L.L.C., By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
CARLYLE HOLDINGS I L.P., By: Carlyle Holdings I GP Sub L.L.C., its general partner, By: Carlyle Holdings I GP Inc., its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
TC GROUP, L.L.C., By: Carlyle Holdings I L.P., its managing member By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**Signature of Reporting Person	Date
TC GROUP IV MANAGING GP, L.L.C., By: TC Group, L.L.C., its managing member, By: Carlyle Holdings I L.P., its managing member, By: /s/ Jeremy W. Anderson, attorney-in-fact	06/10/2014
**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) Falcon Aerospace Holdings, LLC is the record holder of these 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 sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the managing member of Falcon Aerospace Holdings, LLC. Accordingly, each of these entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Falcon Aerospace Holdings, LLC. The principal address of each of the foregoing entities is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

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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Explanation of Responses: