

AEROFLEX HOLDING CORP.
Form 15-12B
September 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number **001-34974**

AEROFLEX HOLDING CORP.

(Exact name of registrant as specified in its charter)

35 South Service Road, P.O. Box 6022,

Plainview, New York 11803

(516) 694-6700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock (\$0.01 par value per share)

(Title of each class of securities covered by this Form)

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N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, Aeroflex Holding Corp. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: September 25, 2014

By: /s/ Simon Nicholls
Name: Simon Nicholls
Title: President