

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOROW LEONARD

(Last) (First) (Middle)

**C/O AEROFLEX
INCORPORATED, 35 SOUTH
SERVICE ROAD**

(Street)

PLAINVIEW,, NY 11803

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock, par value \$.01 per share	09/12/2014		D	34,907	D		
					(A) or (D)		
			Code	V	Amount	Price	
						\$	
						(1)	
Common Stock, par value \$.01 per share	09/12/2014		D	2,905,812	D		See footnote
					(A) or (D)		
						\$	
						(1)	
							(2)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	09/12/2014		D	466,276	(4) (4)	Common Stock 466,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOROW LEONARD C/O AEROFLEX INCORPORATED 35 SOUTH SERVICE ROAD PLAINVIEW,, NY 11803	X		President & CEO	

Signatures

s/ Charles Badlato, Power of Attorney 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).

Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between Aeroflex Holding Corp. (the "Issuer") and
(1) Cobham plc in exchange for \$10.50 in cash, without interest, for each share of common stock, par value \$0.01 per share, of the Issuer ("Common Stock").

These shares of Common Stock were held indirectly by the Reporting Person by virtue of the Reporting Person's Class A and Class B
(2) membership interests in VGG Holding LLC and, as a result, the Reporting Person did not receive any consideration for these shares under the Merger Agreement.

(3) Each restricted stock unit ("RSU") granted under the Issuer's 2011 Omnibus Incentive Plan represented a contingent right to receive one share of Common Stock.

(4) Pursuant to the Merger Agreement, immediately prior to the effective time of the merger, the RSUs, which were to vest at various times, were cancelled in exchange for the right to receive \$10.50 in cash, without interest, for each share.

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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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