

Wactlar Edward
 Form 3
 November 18, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Wactlar Edward (Last) (First) (Middle) C/O AEROFLEX INCORPORATED,Â 35 SOUTH SERVICE ROAD (Street) PLAINVIEW,Â NYÂ 11803 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/18/2010	3. Issuer Name and Ticker or Trading Symbol AEROFLEX HOLDING CORP. [ARX]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP & General Counsel	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	0	I	See Note <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wactlar Edward C/O AEROFLEX INCORPORATED 35 SOUTH SERVICE ROAD PLAINVIEW, NY 11803	Â	Â	Â Senior VP & General Counsel	Â

Signatures

/s/ Edward S.
Wactlar

11/18/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Concurrently with the consummation of the initial public offering of Aeroflex Holding Corp. ("Aeroflex Holding"), VGG Holding LLC ("VGG"), the parent of Aeroflex Holding, will issue Class B-1 membership interests representing an aggregate of 0.3% of the
- (1) membership interests of VGG to certain members of Aeroflex Holding's management, including the Reporting Person. Following such issuance and the consummation of Aeroflex Holding's initial public offering, the Reporting Person will indirectly beneficially own 65,000 shares of Common Stock of Aeroflex Holding that are held by VGG.
- Pursuant to the terms of the limited liability company operating agreement governing VGG, the holders of Class B-1 membership interests are entitled to receive a percentage of all distributions, if any, made by VGG after (x) the holders of Class A membership interests in VGG have received a return of their invested capital plus a 12% per annum internal rate of return (compounded annually) on
- (2) their invested capital, and (y) certain members of Aeroflex Holding's management that received Class A interests for their capital contributions to VGG have received a special distribution in the aggregate amount of approximately \$3.2 million, together with a 12% per annum internal rate of return (compounded annually).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.