

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>TC Group IV, L.P.</u> (Last) (First) (Middle) <u>1001 PENNSYLVANIA AVENUE, N.W.</u> <u>SUITE 200 SOUTH</u> (Street) <u>WASHINGTON DC 20004</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Wesco Aircraft Holdings, Inc [WAIR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2013</u> | |
| | | 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 |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/29/2013 | | S | | 17,250,000 | D | \$15.32 | 36,230,184 | I | See footnotes ⁽¹⁾ |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

1. Name and Address of Reporting Person*
TC Group IV, L.P.
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1001 PENNSYLVANIA AVENUE, N.W.
SUITE 200 SOUTH
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TC Group Cayman Investment Holdings, L.P.
 (Last) (First) (Middle)
C/O WALKERS CORPORATE SERVICES LIMITED
190 ELGIN AVENUE
 (Street)
GEORGE TOWN, GRAND E9 KY1-9001
CAYMAN
 (City) (State) (Zip)

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)

1. Name and Address of Reporting Person*

[Carlyle Group Management L.L.C.](#)

(Last) (First) (Middle)
C/O THE CARLYLE GROUP L.P.
1001 PENNSYLVANIA AVENUE, NW

(Street)
WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Group L.P.](#)

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1001 PENNSYLVANIA AVENUE, N.W.

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Holdings II GP L.L.C.](#)

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1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*

[TC Group Cayman Investment Holdings Sub L.P.](#)

(Last) (First) (Middle)
C/O WALKER CORPORATE SERVICES LIMITED
190 ELGIN AVENUE

(Street)
GEORGE TOWN,
GRAND E9 KY1-9001
CAYMAN

| | | |
|--|---------|----------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| TC Group IV, L.L.C. | | |
| (Last) | (First) | (Middle) |
| C/O THE CARLYLE GROUP | | |
| 1001 PENNSYLVANIA AVE, N.W., SUITE 220 S | | |
| (Street) | | |
| WASHINGTON | DC | 20004 |
| (City) | | |
| (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | |
| Carlyle Partners IV L P | | |
| (Last) | (First) | (Middle) |
| 1001 PENNSYLVANIA AVE N W | | |
| SUITE 220 | | |
| (Street) | | |
| WASHINGTON | DC | 20004 |
| (City) | | |
| (State) | (Zip) | |

Explanation of Responses:

1. Falcon Aerospace Holdings, LLC ("Falcon Aerospace") is the record holder of 36,230,184 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 managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group IV, L.L.C., which is the general partner of TC Group IV, L.P., which is the general partner of Carlyle Partners IV, L.P., which is the managing member of Falcon Aerospace.

[TC GROUP IV, L.P. By: /s/ Jeremy W. Anderson, Authorized Person](#) 05/31/2013

[CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing Member By: Carlyle Group Management L.L.C., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[CARLYLE HOLDINGS II L.P. By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact](#) 05/31/2013

[TC GROUP IV, L.L.C. By: TC Group Cayman Investment Holdings Sub L.P., its managing member By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its](#) 05/31/2013

general partner By: /s/ Jeremy W. Anderson, attorney-in-fact
CARLYLE PARTNERS IV, L.P. By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 05/31/2013
FALCON AEROSPACE HOLDINGS, LLC By: Carlyle Partners IV, L.P., its managing member By: TC Group IV, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 05/31/2013

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.