

MCKEON ROBERT B
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)

<p>1. Name and Address of Reporting Person *</p> <p>Â MCKEON ROBERT B</p> <p>(Last) (First) (Middle)</p> <p>C/O VERITAS CAPITAL FUND MANAGEMENT,Â 590 MADISON AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/18/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AEROFLEX HOLDING CORP. [ARX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of the Board</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	26,222,296	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)

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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
MCKEON ROBERT B C/O VERITAS CAPITAL FUND MANAGEMENT 590 MADISON AVENUE NEW YORK, NY 10022	X	X	X	Chairman of the Board

Signatures

/s/ Robert B. McKeon
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).

These shares of Common Stock, par value \$.01 per share ("Common Stock"), of Aeroflex Holding Corp. ("Aeroflex Holding") are held by VGG Holding LLC ("VGG"). The Veritas Capital Fund III, L.P. owns 30.2% of the Class A membership interests of VGG. AX Holding LLC owns 14.1% of the Class A membership interests of VGG. A portion of the Class A membership interests of VGG held by

(1) The Veritas Capital Fund III, L.P. and by AX Holding LLC may be deemed attributable to the Reporting Person because the Reporting Person is (i) the President of Veritas Capital Partners III, L.L.C., which is the general partner of The Veritas Capital Fund III, L.P. and (ii) the managing member of the manager of AX Holding LLC. The Reporting Person disclaims beneficial ownership of these shares to the extent such ownership exceeds the Reporting Person's pecuniary interest therein.

Concurrently with the consummation of the initial public offering of Aeroflex Holding, VGG will issue Class B-1 membership interests representing an aggregate of 0.3% of the membership interests of VGG to certain members of Aeroflex Holding's management. Pursuant to the terms of the limited liability company agreement of VGG, the issuance of such Class B-1 membership interests will reduce the percentage of the membership interests of VGG held by the holders of Class A membership interests of VGG on a pro rata basis.

(2) Following such reduction, The Veritas Capital Fund III, L.P. and AX Holding LLC will indirectly beneficially own 26,135,830 shares of Common Stock of Aeroflex Holding that are held by VGG.

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.