

Wesco Aircraft Holdings, Inc  
Form SC 13G/A  
February 13, 2015

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**WESCO AIRCRAFT HOLDINGS, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**950814103**

(CUSIP Number)

**December 31, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
The Carlyle Group L.P.

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 23,330,184
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
24.0%

12 Type of Reporting Person  
PN

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
 Carlyle Group Management L.L.C.

2 Check the Appropriate Box if a Member of a Group  
 (a)   
 (b)

3 SEC Use Only

4 Citizen or Place of Organization  
 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 23,330,184
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
 Not Applicable

11 Percent of Class Represented by Amount in Row 9  
 24.0%

12 Type of Reporting Person  
 OO (Limited Liability Company)

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CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
Carlyle Holdings I GP Inc.

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 23,330,184
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
24.0%

12 Type of Reporting Person  
CO

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
 Carlyle Holdings I GP Sub L.L.C.

2 Check the Appropriate Box if a Member of a Group  
 (a)   
 (b)

3 SEC Use Only

4 Citizen or Place of Organization  
 Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 23,330,184
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
 Not Applicable

11 Percent of Class Represented by Amount in Row 9  
 24.0%

12 Type of Reporting Person  
 OO (Limited Liability Company)

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Schedule 13G

Names of Reporting Persons  
Carlyle Holdings I L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5

Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power

23,330,184

7

Sole Dispositive Power

0

8

Shared Dispositive Power

23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

24.0%

12 Type of Reporting Person

PN

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
TC Group, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5

Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power

23,330,184

7

Sole Dispositive Power

0

8

Shared Dispositive Power

23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

24.0%

12 Type of Reporting Person

OO (Limited Liability Company)

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Schedule 13G

Names of Reporting Persons  
TC Group IV Managing GP, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5

Sole Voting Power

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

Shared Voting Power

23,330,184

7

Sole Dispositive Power

0

8

Shared Dispositive Power

23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

24.0%

12 Type of Reporting Person

OO (Limited Liability Company)



CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
Falcon Aerospace Holdings, LLC

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 23,330,184
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 23,330,184

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
23,330,184

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
24.0%

12 Type of Reporting Person  
OO (Limited Liability Company)

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Schedule 13G

	Names of Reporting Persons	
	Michael W. Allen	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

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Schedule 13G

	Names of Reporting Persons	
	Michael Battenfield	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		7,000
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		7,000
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,000	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

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Schedule 13G

	Names of Reporting Persons	
	Morris Benoun	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 35,403
	6	Shared Voting Power 0
	7	Sole Dispositive Power 35,403
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 35,403	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.0%	
12	Type of Reporting Person IN	

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Schedule 13G

	Names of Reporting Persons	
	Han Sun Cho	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		141,050
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		141,050
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	141,050	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.1%	
12	Type of Reporting Person	
	IN	

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Schedule 13G

	Names of Reporting Persons	
	Victoria J. Conner	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 6,136
	6	Shared Voting Power 0
	7	Sole Dispositive Power 6,136
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,136	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.0%	
12	Type of Reporting Person IN	

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Schedule 13G

	Names of Reporting Persons	
	Frank Derasmo	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

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Schedule 13G

	Names of Reporting Persons	
	Gregory Dietz	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		12,154
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		12,154
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	12,154	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	



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	Names of Reporting Persons	
	Paul E. Fulchino	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		99,190
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		99,190
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	99,190	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.1%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	James E. Grason	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		7,396
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		7,396
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,396	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	George Hess	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		124,895
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		124,895
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	124,895	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.1%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
George and Lisa Hess Trust dated October 1, 2003

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
California

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 124,895
	6	Shared Voting Power 0
	7	Sole Dispositive Power 124,985
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
124,895

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
0.1%

12 Type of Reporting Person  
OO (Trust)

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	John P. Jumper	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		38,908
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		38,908
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	38,908	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Sheryl Knights	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		29,098
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		29,098
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	29,098	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Mark Kuntz	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		2,857
	6	Shared Voting Power
	7	Sole Dispositive Power
		2,857
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	2,857	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Tommy Lee	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	



CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Lee Living Trust	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	California	
	5	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		0
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	OO (Trust)	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Alex Murray	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United Kingdom	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 160,024
	6	Shared Voting Power 0
	7	Sole Dispositive Power 160,024
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,024	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.2%	
12	Type of Reporting Person IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Robert D. Paulson	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 68,198
	6	Shared Voting Power 0
	7	Sole Dispositive Power 68,198
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 68,198	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.1%	
12	Type of Reporting Person IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	John Segovia	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		33,779
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		33,779
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	33,779	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Randy J. Snyder	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 729,583
	6	Shared Voting Power 0
	7	Sole Dispositive Power 729,583
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 729,583	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.7%	
12	Type of Reporting Person IN	

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
 Joshua Jack Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)   
 (b)

3 SEC Use Only

4 Citizen or Place of Organization  
 California

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5 Sole Voting Power  
 1,278,046

6 Shared Voting Power  
 0

7 Sole Dispositive Power  
 1,278,046

8 Shared Dispositive Power  
 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
 Not Applicable

11 Percent of Class Represented by Amount in Row 9  
 1.3%

12 Type of Reporting Person  
 OO (Trust)

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons

Joshua Jack Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization

California

5 Sole Voting Power  
1,278,046

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0

7 Sole Dispositive Power  
1,278,046

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
1.3%

12 Type of Reporting Person  
OO (Trust)

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
Justin Henry Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
California

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5 Sole Voting Power  
1,278,046

6 Shared Voting Power  
0

7 Sole Dispositive Power  
1,278,046

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
1.3%

12 Type of Reporting Person  
OO (Trust)



CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons  
Justin Henry Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)   
(b)

3 SEC Use Only

4 Citizen or Place of Organization  
California

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5 Sole Voting Power  
1,278,046

6 Shared Voting Power  
0

7 Sole Dispositive Power  
1,278,046

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
1.3%

12 Type of Reporting Person  
OO (Trust)

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Randy Snyder 2009 Extended Family Trust	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	California	
	5	Sole Voting Power
		1,425,448
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		1,425,448
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,425,448	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	1.5%	
12	Type of Reporting Person	
	OO (Trust)	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Susan Snyder 2009 Extended Family Trust	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	California	
	5	Sole Voting Power
		1,425,449
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		1,425,449
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,425,449	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	1.5%	
12	Type of Reporting Person	
	OO (Trust)	

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons

Todd Ian Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization

California

5 Sole Voting Power  
1,278,046

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0

7 Sole Dispositive Power  
1,278,046

8 Shared Dispositive Power  
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
1.3%

12 Type of Reporting Person  
OO (Trust)

CUSIP No. 950814103

Schedule 13G

Names of Reporting Persons

Todd Ian Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

2 Check the Appropriate Box if a Member of a Group

(a)   
 (b)

3 SEC Use Only

4 Citizen or Place of Organization

California

5 Sole Voting Power  
 1,278,046

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6 Shared Voting Power  
 0

7 Sole Dispositive Power  
 1,278,046

8 Shared Dispositive Power  
 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,278,046

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
 Not Applicable

11 Percent of Class Represented by Amount in Row 9  
 1.3%

12 Type of Reporting Person  
 OO (Trust)

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	David L. Squier	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		69,988
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		69,988
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	69,988	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.1%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Chad Wallace	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		32,832
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		32,832
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	32,832	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Shirley Warner	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 19,542
	6	Shared Voting Power 0
	7	Sole Dispositive Power 19,542
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 19,542	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.0%	
12	Type of Reporting Person IN	



CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Bruce Weinstein	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		1,777
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		1,777
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,777	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Hal Weinstein	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power 160,018
	6	Shared Voting Power 0
	7	Sole Dispositive Power 160,018
	8	Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 160,018	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row 9 0.2%	
12	Type of Reporting Person IN	

CUSIP No. 950814103

Schedule 13G

	Names of Reporting Persons	
	Dana Wilkin	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input type="radio"/>
3	SEC Use Only	
4	Citizen or Place of Organization	
	United States	
	5	Sole Voting Power
		12,694
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power
		0
	7	Sole Dispositive Power
		12,694
	8	Shared Dispositive Power
		0
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	12,694	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>	
	Not Applicable	
11	Percent of Class Represented by Amount in Row 9	
	0.0%	
12	Type of Reporting Person	
	IN	

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CUSIP No. 950814103

Schedule 13G

**Item 1.**

- (a) Name of Issuer:  
Wesco Aircraft Holdings, Inc. (the Issuer )
- (b) Address of Issuer's Principal Executive Offices:  
24911 Avenue Stanford  
  
Valencia, CA 91355

**Item 2.**

- (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Carlyle Reporting Person and collectively as the Carlyle Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group L.L.C.

TC Group IV Managing GP, L.L.C.

Falcon Aerospace Holdings, LLC

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is also filed on behalf of:

Michael W. Allen

Michael Battenfield

Morris Benoun

Han Sun Cho

Victoria J. Conner

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Frank Derasmo

Gregory Dietz

Paul E. Fulchino

James E. Grason

George Hess

George and Lisa Hess Trust dated October 1, 2003

John P. Jumper

Sheryl Knights

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Schedule 13G

Mark Kuntz

Tommy Lee

Lee Living Trust

Alex Murray

Robert D. Paulson

John Segovia

Randy J. Snyder

Joshua Jack Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

Joshua Jack Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

Justin Henry Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

Justin Henry Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

Randy Snyder 2009 Extended Family Trust

Susan Snyder 2009 Extended Family Trust

Todd Ian Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust

Todd Ian Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust

David L. Squier

Chad Wallace

Shirley Warner

Bruce Weinstein

Hal Weinstein

Dana Wilkin

(a) Address or Principal Business Office:

The business address of each of the Carlyle Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

The address for each of the Reporting Persons is c/o Wesco Aircraft Holdings, Inc., 24911 Avenue Stanford, Valencia, CA 91355.

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(b) Citizenship of each Reporting Person is:

Each of the Carlyle Reporting Persons is organized in the state of Delaware.

Each of the Reporting Persons is a citizen of the United States of America, except the George and Lisa Hess Trust dated October 1, 2003, the Lee Living Trust, the Joshua Jack Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust, the Joshua Jack Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust, the Justin Henry Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust, the Justin Henry Snyder Exempt

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Schedule 13G

Trust U/T Susan Snyder 2005 Grantor Trust, the Randy Snyder 2009 Extended Family Trust, the Susan Snyder 2009 Extended Family Trust, the Todd Ian Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust and the Todd Ian Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust, which are trusts organized in the State of California, and Alex Murray, who is a citizen of the United Kingdom.

(c)

Title of Class of Securities:

Common stock, \$0.001 par value per share ( Common Stock )

(d)

CUSIP Number:

950814103

**Item 3.**

Not applicable.



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Schedule 13G

**Item 4. Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2014, based upon 97,383,707 shares of the Issuer's Common Stock outstanding as of February 9, 2015.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
The Carlyle Group L.P. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
Carlyle Holdings I GP Inc. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
Carlyle Holdings I GP Sub L.L.C. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
Carlyle Holdings I L.P. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
TC Group, L.L.C. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
TC Group IV Managing GP, L.L.C. (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
Falcon Aerospace Holdings, LLC (1)	23,330,184	24.0%	0	23,330,184	0	23,330,184
Michael W. Allen	0	0.0%	0	0	0	0
Michael Battenfield (2)	7,000	0.0%	7,000	0	7,000	0
Morris Benoun (3)	35,403	0.0%	35,403	0	35,403	0
Han Sun Cho (4)	141,050	0.1%	141,050	0	141,050	0
Victoria J. Conner (5)	6,136	0.0%	6,136	0	6,136	0
Frank Derasmo	0	0.0%	0	0	0	0
Gregory Dietz (6)	12,154	0.0%	12,154	0	12,154	0
Paul E. Fulchino (7)	99,190	0.1%	99,190	0	99,190	0
James E. Grason	7,396	0.0%	7,396	0	7,396	0
George Hess (8)	124,895	0.1%	0	124,895	0	124,895
George and Lisa Hess Trust dated October 1, 2003	124,895	0.1%	124,895	0	124,985	0
John P. Jumper	38,908	0.0%	38,908	0	38,908	0
Sheryl Knights	29,098	0.0%	29,098	0	29,098	0
Mark Kuntz (9)	2,857	0.0%	2,857	0	2,857	0
Tommy Lee	0	0.0%	0	0	0	0
Lee Living Trust	0	0.0%	0	0	0	0
Alex Murray (10)	160,024	0.2%	160,024	0	160,024	0
Robert D. Paulson (11)	68,198	0.1%	68,198	0	68,198	0
John Segovia (12)	33,779	0.0%	33,779	0	33,779	0
Randy J. Snyder (13)	729,583	0.7%	729,583	0	729,583	0
Joshua Jack Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
Joshua Jack Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
Justin Henry Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
Justin Henry Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
Randy Snyder 2009 Extended Family Trust	1,425,448	1.5%	1,425,448	0	1,425,448	0

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Susan Snyder 2009 Extended Family Trust	1,425,449	1.5%	1,425,449	0	1,425,449	0
Todd Ian Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
Todd Ian Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust	1,278,046	1.3%	1,278,046	0	1,278,046	0
David L. Squier	69,988	0.1%	69,988	0	69,988	0
Chad Wallace (14)	32,832	0.0%	32,832	0	32,832	0
Shirley Warner	19,542	0.0%	19,542	0	19,542	0
Bruce Weinstein (15)	1,777	0.0%	1,777	0	1,777	0
Hal Weinstein (16)	160,018	0.2%	160,018	0	160,018	0
Dana Wilkin (17)	12,694	0.0%	12,694	0	12,694	0

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Schedule 13G

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(1) Falcon Aerospace Holdings, LLC. is the record holder of 23,330,184 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 sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the managing member of TC Group IV Managing GP, L.L.C., which is the managing member of Falcon Aerospace Holdings, LLC. Accordingly, each of these entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Falcon Aerospace Holdings, LLC.

(2) Includes 4,575 shares of common stock that are beneficially owned by Mr. Battenfield and the right to acquire up to 2,425 additional shares of common stock pursuant to options.

(3) Includes 34,653 shares of common stock that are beneficially owned by Mr. Benoun and the right to acquire up to 750 additional shares of common stock pursuant to options.

(4) Includes 33,055 shares of common stock that are beneficially owned by Mr. Cho and the right to acquire up to 107,995 additional shares of common stock pursuant to options.

(5) Includes 3,644 shares of common stock that are beneficially owned by Ms. Conner and the right to acquire up to 2,492 additional shares of common stock pursuant to options.

(6) Includes 7,112 shares of common stock that are beneficially owned by Mr. Dietz and the right to acquire up to 5,042 additional shares of common stock pursuant to options.

(7) Includes 92,665 shares of common stock that are beneficially owned by Mr. Fulchino and the right to acquire up to 6,525 additional shares of common stock pursuant to options.

(8) Includes 124,895 shares of common stock that are held by the George and Lisa Hess Trust.

(9) Includes 982 shares of common stock that are beneficially owned by Mr. Kuntz and Mr. Kuntz's right to acquire up to 1,875 additional shares of common stock pursuant to options.



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Schedule 13G

(10) Includes 67,885 shares of common stock that are beneficially owned by Mr. Murray and the right to acquire up to 92,139 additional shares of common stock pursuant to options.

(11) Includes 62,978 shares of common stock that are beneficially owned by Mr. Paulson and the right to acquire up to 5,220 additional shares of common stock pursuant to options.

(12) Includes 692 shares of common stock that are beneficially owned by Mr. Segovia and the right to acquire up to 33,087 additional shares of common stock pursuant to options.

(13) Includes 98,222 shares of common stock that are beneficially owned by Mr. Snyder and the right to acquire up to 631,361 additional shares of common stock pursuant to options.

(14) Includes 31,133 shares of common stock that are beneficially owned by Mr. Wallace and the right to acquire up to 1,699 additional shares of common stock pursuant to options.

(15) Includes 652 shares of common stock that are beneficially owned by Mr. Weinstein, and Mr. Weinstein's right to acquire up to 1,125 additional shares of common stock pursuant to options.

(16) Includes 113,918 shares of common stock that are beneficially owned by Mr. Weinstein, and Mr. Weinstein's right to acquire up to 46,100 additional shares of common stock pursuant to options.

(17) Includes 7,619 shares of common stock that are beneficially owned by Ms. Wilkin and the right to acquire up to 5,075 additional shares of common stock pursuant to options.

**Item 5.**  
Not applicable.

## **Ownership of Five Percent or Less of a Class**

**Item 6.**  
Not applicable.

## **Ownership of More than Five Percent on Behalf of Another Person**

**Item 7.**  
Not applicable.

## **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

**Item 8.**  
Not applicable.

**Identification and Classification of Members of the Group**

**Item 9.**  
Not applicable.

**Notice of Dissolution of Group**

**Item 10.**  
Not applicable.

**Certification**

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Schedule 13G

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 13, 2015

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

CUSIP No. 950814103

Schedule 13G

**CARLYLE HOLDINGS I L.P.**

By: Carlyle Holdings I GP Sub L.L.C., its general partner  
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP IV MANAGING GP, L.L.C.**

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**FALCON AEROSPACE HOLDINGS, LLC**

By: TC GROUP IV MANAGING GP, L.L.C., its  
Managing Member

By: /s/ Jeremy W. Anderson  
Name: Jeremy W. Anderson  
Title: Authorized Person

**Michael W. Allen**

by: /s/ John G. Holland, attorney-in-fact  
Name: Michael W. Allen



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Schedule 13G

**Michael Battenfield**

by: /s/ John G. Holland, attorney-in-fact  
Name: Michael Battenfield

**Morris Benoun**

by: /s/ John G. Holland, attorney-in-fact  
Name: Morris Benoun

**Han Sun Cho**

by: /s/ John G. Holland, attorney-in-fact  
Name: Han Sun Cho

**Victoria J. Conner**

by: /s/ John G. Holland, attorney-in-fact  
Name: Victoria J. Conner

**Frank Derasmo**

by: /s/ John G. Holland, attorney-in-fact  
Name: Frank Derasmo

**Gregory Dietz**

by: /s/ John G. Holland, attorney-in-fact  
Name: Gregory Dietz

**Paul E. Fulchino**

by: /s/ John G. Holland, attorney-in-fact  
Name: Paul E. Fulchino

**James E. Grason**

by: /s/ John G. Holland, attorney-in-fact  
Name: James E. Grason

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Schedule 13G

**George Hess**

by: /s/ John G. Holland, attorney-in-fact  
Name: George Hess

**George and Lisa Hess Trust dated October 1, 2003**

by: /s/ John G. Holland, attorney-in-fact  
Name: George and Lisa Hess Trust dated October 1, 2003

**John P. Jumper**

by: /s/ John G. Holland, attorney-in-fact  
Name: John P. Jumper

**Sheryl Knights**

by: /s/ John G. Holland, attorney-in-fact  
Name: Sheryl Knights

**Mark Kuntz**

by: /s/ John G. Holland, attorney-in-fact  
Name: Mark Kuntz

**Tommy Lee**

by: /s/ John G. Holland, attorney-in-fact  
Name: Tommy Lee

**Lee Living Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Lee Living Trust

CUSIP No. 950814103

Schedule 13G

**Alex Murray**

by: /s/ John G. Holland, attorney-in-fact  
Name: Alex Murray

**Robert D. Paulson**

by: /s/ John G. Holland, attorney-in-fact  
Name: Robert D. Paulson

**John Segovia**

by: /s/ John G. Holland, attorney-in-fact  
Name: John Segovia

**Randy J. Snyder**

by: /s/ John G. Holland, attorney-in-fact  
Name: Randy J. Snyder

**Joshua Jack Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Joshua Jack Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust

**Joshua Jack Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Joshua Jack Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust

**Justin Henry Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Justin Henry Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust

CUSIP No. 950814103

Schedule 13G

**Justin Henry Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Justin Henry Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust

**Randy Snyder 2009 Extended Family Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Randy Snyder 2009 Extended Family Trust

**Susan Snyder 2009 Extended Family Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Susan Snyder 2009 Extended Family Trust

**Todd Ian Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Todd Ian Snyder Exempt Trust  
U/T Randy Snyder 2005 Grantor Trust

**Todd Ian Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust**

by: /s/ John G. Holland, attorney-in-fact  
Name: Todd Ian Snyder Exempt Trust  
U/T Susan Snyder 2005 Grantor Trust

**David L. Squier**

by: /s/ John G. Holland, attorney-in-fact  
Name: David L. Squier

CUSIP No. 950814103

Schedule 13G

**Chad Wallace**

by: /s/ John G. Holland, attorney-in-fact  
Name: Chad Wallace

**Shirley Warner**

by: /s/ John G. Holland, attorney-in-fact  
Name: Shirley Warner

**Bruce Weinstein**

by: /s/ John G. Holland, attorney-in-fact  
Name: Bruce Weinstein

**Hal Weinstein**

by: /s/ John G. Holland, attorney-in-fact  
Name: Hal Weinstein

**Dana Wilkin**

by: /s/ John G. Holland, attorney-in-fact  
Name: Dana Wilkin

CUSIP No. 950814103

Schedule 13G

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Power of Attorney of the Carlyle Reporting Persons (incorporated by reference to Exhibit 24.1 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
24.2	Power of Attorney of the Reporting Persons (incorporated by reference to Exhibit 24.2 to the Schedule 13G filed by the Reporting Persons on February 14, 2012).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).