

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Wesco Aircraft Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-5441563**  
(I.R.S. Employer  
Identification No.)

**24911 Avenue Stanford  
Valencia, California 91355**  
(Address of Principal Executive Offices)

**Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan**  
(Full title of the plan)

**John G. Holland**  
**Executive Vice President, Chief Legal and Human Resources Officer**  
**Wesco Aircraft Holdings, Inc.**  
**24911 Avenue Stanford**  
**Valencia, CA 91355**  
(Name and address of agent for service)

**(661) 775-7200**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**Rachel W. Sheridan**  
**Jason M. Licht**  
Latham & Watkins LLP  
555 11th Street NW  
Washington, DC 20004  
(202) 637-2200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer   
Emerging growth company

Accelerated filer   
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (2)(3)
Common Stock, par value \$0.001 per share, to be issued under the Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan	8,500,000 shares	\$ 8.37	\$ 71,145,000.00	\$ 8,622.78

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock that become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) As described in the Explanatory Note in this Registration Statement, represents 8,500,000 additional shares of common stock, par value \$0.001 per share, of Wesco Aircraft Holdings, Inc. (the "Common Stock") registered for issuance pursuant to the Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan (as amended, the "Plan").
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457 (c) and (h) of the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices for the common stock as reported on the New York Stock Exchange on January 25, 2019 (rounded up to the nearest cent).

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## EXPLANATORY NOTE

On November 12, 2014, the Board of Directors (the “Board”) of Wesco Aircraft Holdings, Inc. (the “Registrant”) adopted the Plan. On January 27, 2015, stockholders voted to approve the Plan, and on February 9, 2015 the Registrant filed a Registration Statement on Form S-8 (File No. 333-201991) (the “Prior Registration Statement”) to register 5,717,584 shares of Common Stock that may be offered or sold to participants under the Plan. The contents of the Prior Registration Statement are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

On November 8, 2018, the Board adopted an Amendment to the Plan (the “Amendment”), and on January 24, 2019 stockholders voted to approve the Amendment to increase the number of shares of Common Stock authorized for issuance under the plan by 5,000,000. This Registration Statement on Form S-8 is being filed in order to register (i) the 5,000,000 additional shares of Common Stock that may be offered or sold to participants under the Plan as a result of the Amendment and (ii) 3,500,000 shares of Common Stock that may be offered or sold to participants under the Plan that became or may in the future become available again for offer or sale to participants under the Plan as a result of such shares not being issued pursuant to awards previously granted under the Plan.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

Not required to be filed with this Registration Statement.\*

#### Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.\*

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\*The documents containing the information specified in this Part I will be sent or given to participants in the Plan as specified by Rule 428(b) (1) under the Securities Act. In accordance with Rule 428 of the Securities Act and the requirements of Part I of Form S-8, such documents need not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

*In this Registration Statement, the Registrant is sometimes referred to as the “Company,” “we,” “us” or “our.”*

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates the following documents in this Registration Statement by reference:

- (a) The Annual Report on Form 10-K for the fiscal year ended September 30, 2018, filed by the Registrant with the Commission on November 16, 2018;
- (b) The Quarterly Report on Form 10-Q for the quarter ended December 31, 2018, filed by the Registrant with the Commission on January 31, 2019;
- (c) The Current Report on Form 8-K filed by the Registrant with the Commission on January 25, 2019; and
- (d) The description of the Registrant’s common stock contained in its Registration Statement on Form 8-A filed by the Registrant with the Commission on July 25, 2011, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents, except as to any portion of any Current Report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Wesco Aircraft Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, dated August 17, 2011 (File No. 001-35253)).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Wesco Aircraft Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q, dated August 17, 2011, (File No. 001-35253)).</u></a>
4.3	<a href="#"><u>Form of Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A dated June 6, 2011 (Registration No. 333-173381)).</u></a>
4.4	<a href="#"><u>Amended and Restated Stockholders Agreement (incorporated by reference to Exhibit 10.20 to the Registrant's Quarterly Report on Form 10-Q, dated August 17, 2011 (File No. 001-35253)).</u></a>
5.1	<a href="#"><u>Opinion of Latham &amp; Watkins LLP (filed herewith).</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm (filed herewith).</u></a>
23.2	<a href="#"><u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Powers of Attorney (included in the signature pages to this Registration Statement).</u></a>
99.1	<a href="#"><u>Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A dated December 14, 2018 (File No. 001-35253)).</u></a>
99.2	<a href="#"><u>Amendment to the Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan (incorporated by reference to Appendix B of the Registrant's Definitive Proxy Statement on Schedule 14A dated December 14, 2018 (File No. 001-35253)).</u></a>



<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/S/ ROBERT D. PAULSON</u>	Robert D. Paulson <i>Director</i>	January 31, 2019
<u>/S/ JENNIFER M. POLLINO</u>	Jennifer M. Pollino <i>Director</i>	January 31, 2019
<u>/S/ NORTON A. SCHWARTZ</u>	Norton A. Schwartz <i>Director</i>	January 31, 2019

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# LATHAM & WATKINS LLP

## FIRM / AFFILIATE OFFICES

Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Seoul
Houston	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

January 31, 2019

Wesco Aircraft Holdings, Inc.  
 24911 Avenue Stanford  
 Valencia, CA 91355

Re: Registration Statement on Form S-8; 8,500,000 shares of Common Stock, par value \$0.001 per share, of Wesco Aircraft Holdings, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Wesco Aircraft Holdings, Inc., a Delaware corporation (the “Company”), in connection with the proposed issuance of 8,500,000 shares of common stock, \$0.001 par value per share (the “Shares”), to be issued pursuant to the Company’s 2014 Incentive Award Plan, as amended (the “Plan”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), filed with the Securities and Exchange Commission (the “Commission”) on January 31, 2019 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “DGCL”) and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Company against payment therefor in the circumstances contemplated by and pursuant to the Plan, assuming that the individual grants or awards under the Plan are duly authorized by all

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necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Wesco Aircraft Holdings, Inc. of our report dated November 15, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Wesco Aircraft Holdings, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2018.

/s/ PricewaterhouseCoopers LLP  
Los Angeles, California  
January 31, 2019