

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Grant Declan O.</u>  (Last) (First) (Middle) <u>C/O WESCO AIRCRAFT HOLDINGS, INC.</u> <u>24911 AVENUE STANFORD</u>  (Street) <u>VALENCIA CA 91355</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/30/2018		M		4,254	A	(1)	75,014	D	

**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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	
						Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	09/30/2018		M	4,254	(2)	(2)	Common Stock	4,254	\$0	8,508	D	
Restricted Stock Units	(1)	10/01/2018		A	18,417	(3)	(3)	Common Stock	18,417	\$0	18,417	D	
Employee Stock Options (right to buy)	\$11.09	10/01/2018		A	23,491	(4)	09/30/2028	Common Stock	23,491	\$0	23,491	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of common stock.
- On October 2, 2017, the reporting person was granted 12,762 restricted stock units, vesting in three equal annual installments beginning on September 30, 2018.
- These restricted stock units vest in three equal annual installments beginning on September 30, 2019.
- These options vest in three equal annual installments beginning on September 30, 2019.

**Remarks:**

/s/ John G. Holland, as 10/02/2018  
Attorney-in-Fact

\*\* 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.

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