

Wesco Aircraft Holdings, Inc  
Form S-8 POS  
February 09, 2015

As filed with the Securities and Exchange Commission on February 9, 2015

Registration No. 333-176016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**Wesco Aircraft Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**20-5441563**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

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**24911 Avenue Stanford**

**Valencia, California 91355**

(Address of Principal Executive Offices)

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**Wesco Aircraft Holdings, Inc. 2014 Incentive Award Plan.**

(Full title of the plan)

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**John G. Holland**

**Executive Vice President and Chief Legal 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)

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**Copies to:**

**Rachel W. Sheridan**

**Jason M. Licht**

Latham & Watkins LLP

555 11th Street NW

Washington, DC 20004

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

Large accelerated filer   
Non-accelerated filer   
(do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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**EXPLANATORY NOTE**

Wesco Aircraft Holdings, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 to deregister shares of the Registrant's common stock, par value \$0.001 per share (the Common Stock), originally registered pursuant to its Registration Statement on Form S-8 (File No. 333-176016) filed with the Securities and Exchange Commission on August 3, 2011 (the Prior Registrant Statement) for offer or sale pursuant to the Registrant's 2011 Equity Incentive Award Plan (the 2011 Plan). Pursuant to the Prior Registration Statement, the Registrant registered 5,850,000 shares of Common Stock for issuance under the 2011 Plan.

On November 12, 2014, the Board of Directors of the Registrant adopted the Registrant's 2014 Incentive Award Plan (the 2014 Plan) and on January 27, 2015, stockholders voted to approve the 2014 Plan, which among other things, authorized the issuance of a total of 5,717,584 shares of Common Stock consisting of 3,000,000 shares being registered for the first time pursuant to the 2014 Plan (the New Shares) and 2,717,584 shares (the Carryover Shares) that were previously registered pursuant to the Prior Registration Statement and are not subject to outstanding awards under the 2011 Plan. Such Carryover Shares have been carried over to the 2014 Plan and have become available for issuance thereunder. The Carryover Shares are hereby deregistered under the Prior Registration Statement.

Contemporaneously with the filing of this Post-Effect Amendment No. 1, the Registrant is filing a new Registration Statement on Form S-8 (the New Registration Statement) to register the New Shares and the Carryover Shares available for issuance under the 2014 Plan. The registration fee paid for the Carryover Shares under the Prior Registration Statement is carried over to the New Registration Statement.

The Registrant may, from time to time, file additional post-effective amendments to the Prior Registration Statement to deregister additional shares that are currently subject to outstanding awards under the Prior Plan but that subsequently become available for new awards under the 2014 Plan, and may register such additional shares pursuant to subsequent registration statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on this 9th day of February, 2015.

WESCO AIRCRAFT HOLDINGS, INC.

By: /S/ GREGORY A. HANN  
Gregory A. Hann

*Executive Vice President and Chief Financial Officer*

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Gregory A. Hann and John G. Holland, and each of them, with full power to act without the other, as attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/S/ HAL WEINSTEIN	Hal Weinstein <i>Interim Chief Executive Officer</i>	February 9, 2015
/S/ GREGORY A. HANN	Gregory A. Hann <i>Executive Vice President and Chief Financial Officer</i>	February 9, 2015
/S/ K. LYNN MACKISON	K. Lynn Mackison <i>Vice President and Global Controller</i>	February 9, 2015
/S/ RANDY J. SNYDER	Randy J. Snyder <i>Chairman of the Board of Directors</i>	February 9, 2015
/S/ DAYNE A. BAIRD	Dayne A. Baird <i>Director</i>	February 9, 2015
/S/ PAUL E. FULCHINO	Paul E. Fulchino	February 9, 2015

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*Director*

/S/ JAY L. HABERLAND

Jay L. Haberland  
*Director*

February 9, 2015

/S/ SCOTT E. KUECHLE

Scott E. Kuechle  
*Director*

February 9, 2015

/S/ ADAM J. PALMER

Adam J. Palmer  
*Director*

February 9, 2015

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<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/S/ ROBERT D. PAULSON	Robert D. Paulson <i>Director</i>	February 9, 2015
/S/ JENNIFER M. POLLINO	Jennifer M. Pollino <i>Director</i>	February 9, 2015
/S/ NORTON A. SCHWARTZ	Norton A. Schwartz <i>Director</i>	February 9, 2015