

AEROFLEX HOLDING CORP.  
Form 8-K  
September 17, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **September 10, 2012**

AEROFLEX HOLDING CORP.

(Exact Name of Registrant as Specified in its Charter)

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**DELAWARE**

(State or Other Jurisdiction of  
Incorporation)

**001-34974**

**01-0899019**

(Commission File Number) (I.R.S. Employer Identification No.)

**35 South Service Road, P.O. Box 6022**

**Plainview, New York**

**11803**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number including area code: **(516) 694-6700**

No change since last report

(Former Name or Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item. 8.01 Other Events.**

Aeroflex Holding Corp. ("Aeroflex") regrettably reports that Robert B. McKeon, Aeroflex's Chairman of the Board of Directors, has passed away. Aeroflex and its Board of Directors would like to extend their sincere condolences to Mr. McKeon's family.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AEROFLEX HOLDING CORP.

By: /s/ John Adamovich, Jr.

Name: John Adamovich, Jr.

Title: Senior Vice President and Chief Financial Officer

Dated: September 17, 2012