

Gross Bradley J.  
Form 3  
November 18, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Gross Bradley J.		(Month/Day/Year)	AEROFLEX HOLDING CORP. [ARX]	
(Last)	(First)	(Middle)	11/18/2010	
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
NEW YORK, NY 10282			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,806,237	I	See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gross Bradley J. 200 WEST STREET NEW YORK, NY 10282	X	A	A	A

## Signatures

/s/ Yvette Kosic, 11/18/2010  
Attorney-in-fact

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

(2) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 12,806,237 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Aeroflex Holding Corp. ("Aeroflex Holding") by reason of the indirect beneficial ownership of such shares by GS Direct, L.L.C. ("GS Direct"), a wholly-owned subsidiary of GS Group. GS Direct may be deemed to beneficially own indirectly 12,806,237 shares of Common Stock by reason of the direct beneficial ownership of such shares by VGG Holding LLC ("VGG"). The membership interests of VGG are held by a private investor group, which includes GS Direct. GS Direct owns 21.7% of the class A membership interests of VGG. Goldman Sachs serves as the manager of GS Direct.

(3) Concurrently with the consummation of the initial public offering of Aeroflex Holding, VGG will issue class B-1 membership interests representing an aggregate of 0.3% of the membership interests of VGG to certain members of Aeroflex Holding's management. Pursuant to the terms of the limited liability company agreement of VGG, the issuance of such class B-1 membership interests will reduce the percentage of the membership interests of VGG held by the holders of class A membership interests in VGG on a pro rata basis. Following such reduction and the consummation of Aeroflex Holding's initial public offering, GS Direct will indirectly beneficially own 12,764,010 shares of Common Stock of Aeroflex Holding that are held by VGG.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.