



DIVISION OF
CORPORATION FINANCE

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

February 17, 2012

Via E-Mail

Mr. Leonard Borow
President and Chief Executive Officer
Aeroflex Holding Corp
25 South Service Road
Plainview, New York 11803

Re: Aeroflex Holding Corp
Form 10-K for the Year Ended June 30, 2011
Filed August 31, 2011
File No. 001-34974

Dear Mr. Borow:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/Brian Cascio

Brian Cascio
Accounting Branch Chief