

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>TD Group Holdings, LLC</u> (Last) (First) (Middle) <u>C/O WARBURG PINCUS & CO.</u> <u>466 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/20/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
<u>Common Stock, par value \$0.01 per share</u>	<u>31,093,057</u>	<u>D⁽¹⁾</u>	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. See Exhibit 99.1

TD GROUP HOLDINGS, LLC By: Warburg Pincus Private Equity VIII, L.P., Managing Member By: Warburg Pincus Partners LLC, 03/20/2006 General Partner By: Warburg Pincus & Co., Managing Member /s/ Kewsong Lee, Partner

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

TD Group Holdings, LLC
c/o Warburg Pincus & Co.
466 Lexington Avenue
New York, NY 10017
TransDigm Group Incorporated (TDG)
March 20, 2006

Explanation of Responses

On March 20, 2006, simultaneously with the closing of the initial public offering (the "Offering") of the common stock, par value \$0.01 per share (the "Shares") of TransDigm Group Incorporated (the "Company"), Warburg Pincus Private Equity VIII, L.P. ("WP VIII"), A.S.F. Co-Investment Partners II, L.P., AlpInvest Partners CS Investments 2003 C.V., AlpInvest Partners Later Stage Co-Investments Custodian II C.V., ML TD Holdings, LLC, Teachers Insurance and Annuity Association of America and Michael Graff, one of the Company's directors, contributed an aggregate of 31,093,057 Shares owned by them to TD Group Holdings, LLC (the "LLC") in exchange for membership interests in the LLC. All of the Shares owned by the LLC were acquired due to the contribution of such Shares on March 20, 2006. WP VIII is the managing member of the LLC, and as such, has voting and investment power over the Shares held by the LLC, including the Shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all Shares to which WP VIII does not have a pecuniary interest.
