

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
|----------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | | | | | | | |
|-------------------------------------------------------------------|-----------------|----------|-----------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* SMALL ROBERT J | | | 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/15/2020 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | BOSTON MA 02116 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/15/2020 | | M ⁽¹⁾ | | 5,500 | A | \$56.71 | 30,948 | D ⁽⁷⁾⁽⁸⁾ | |
| Common Stock | | | | | | | | 1,914,398 | I | By Berkshire Entities ⁽²⁾⁽³⁾ |
| Common Stock | | | | | | | | 20,301 | I | By Family Trusts ⁽⁴⁾ |
| Common Stock | | | | | | | | 156,328 | I | By Stockbridge Partners LLC ⁽⁵⁾ |
| Common Stock | | | | | | | | 50,000 | I | By Trust ⁽⁶⁾⁽⁸⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option | \$56.71 | 04/15/2020 | | M ⁽¹⁾ | | | 5,500 | 09/30/2010 | 04/23/2020 | Common Stock | 5,500 | \$0 | 0 | D ⁽⁷⁾ | |

Explanation of Responses:

- This Form is being filed to report the exercise of a stock option for a total of 5,500 shares of Common Stock. The Reporting Person disclaims beneficial ownership in the reported securities except to the extent of his pecuniary interest, if any, therein.
- Represents shares held directly or indirectly by Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Fund IX, L.P. ("IX"), Berkshire Fund IX-A, L.P. ("IX-A"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV"), Stockbridge Fund, L.P. ("SF") and Stockbridge Absolute Return Fund, L.P. ("SARF") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSF, L.P. ("BPSF"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VIII, VIII-A, IX, IX-A, Investors III and Investors IV ("BP"), and SP (defined below), the registered investment adviser to SF and SARF. Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Ninth Berkshire Associates LLC ("9BA") is the general partner of each of IX and IX-A.
- [Continued from Footnote 2] Stockbridge Associates LLC ("SA") is the general partner of each of SF and SARF. The Reporting Person is a managing member of each of BPH, BPSF, BP, SP, 8BA, 9BA, SA, Investors III and Investors IV. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.
- Represents shares held by Stockbridge Partners LLC ("SP") on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of SP. As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by SP. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent, if any, of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- Represents shares of Common Stock beneficially owned by a trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.
- Represents shares of Common Stock held directly by the Reporting Person.
- The amount of securities in column 5 reflects transfers between the Reporting Person and the certain trusts referred to herein that do not otherwise change the Reporting Person's pecuniary interests in the Common Stock.

/s/ Robert J. Small

04/17/2020

** 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 4 (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.