FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APPROVAL	

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

							. ,												
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)						
SWALL ROBERT J															X Direct		10%	Owner	
(Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC					3. Date of Earliest Transaction (Month/Day/Year) 11/22/2019									Office below	r (give titl)	e	Othe belov	(specify v)	
200 CLARENDON STREET, 35TH FLOOR				4. If	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BOSTON	MA		02116												X Form	filed by N		oorting Per an One Re	
(City)	(Sta		Zip)	on Doni						1 D:	anacad at	D.	on of i	ااماد	v Overno				
		Tab	ie i - No	on-Deriv	ative	Sec	uritie	S AC	quirec	וט, וו	sposed of	, or Be	enemo	ciaii	y Owne	a <u> </u>			
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)							i Ily	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	е	Transaction (Instr. 3 and				msu. 4)
Common S	tock			11/22/2	2019				J ⁽¹⁾		811,932	D	\$	0	1,406	,351		I :	By Berkshire Entities ⁽³⁾⁽⁴⁾
Common S	tock			11/22/2	2019				J ⁽²⁾		2,340	A	\$	0	20,3	801			By Family Гrusts ⁽⁵⁾
Common S	tock			11/22/2	2019				J ⁽²⁾		16,507	A	\$	0	58,6	883	I) (8)	
Common S	tock														147,	275		I	By Stockbridge Partners LLC ⁽⁶⁾
Common S	tock														16,7	'65		I	By Trust ⁽⁷⁾
		Ta	able II -	Derivat	ive S	ecui	rities	Acqu	ired, I	Disp	osed of, c	r Ben	eficia	ılly	Owned				
	•	la = .:				uno,	_		_					·			. 1		11. Nature
1. Title of Derivative Security Conversion of Exercise Price of Derivative Security Conversion of Exercise Price of Derivative Security Conversion Date Conversion Da		on Date,	Code (In				6. Date Exerc Expiration Day/N		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 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	of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amour or Number of Shares	er					

- 1. Represents Common Stock of the Issuer distributed by the Berkshire Entities (as defined below) to certain of their limited partners and members. The Reporting Person disclaims beneficial ownership in the reported securities except to the extent of his pecuniary interest, if any, therein
- 2. Represents Common Stock received as part of the distribution by the Berkshire Entities referred to in note (1) above.
- 3. Represents shares held directly or indirectly by Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV LLC"). 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 BPSP, L.P. ("BPSP"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VIII, VIII-A, Investors III and Investors IV ("BP"), and SP, the registered investment adviser to SF and SARF. Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A.
- 4. [Continued from Footnote 3] 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, BPSP, BP, SP, 8BA, 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
- 5. 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. The amount of securities in column 5 reflects transfers between such family trusts and the Reporting Person that do not otherwise change the Reporting Person's pecuniary interests in the Common Stock.
- 6. 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 purpos
- 7. 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.
- 8. 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 certain family trusts referred to herein that do not otherwise change the Reporting Person's pecuniary interests in the Common Stock.

/s/ Robert J. Small

11/26/2019

** 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.