

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

SCHEDULE TO

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Aerosonic Corporation

(Name of Subject Company)

Buccaneer Acquisition Sub Inc.

(Offeror)

TransDigm Group Incorporated

(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.40 PAR VALUE PER SHARE
(Title of Class of Securities)

008015307
(Cusip Number of Class of Securities)

**W. Nicholas Howley
TransDigm Group Incorporated
1301 East 9th Street, Suite 3000
Cleveland, Ohio 44114
(216) 706-2960**

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
N/A*	N/A*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This filing relates solely to preliminary communications made before the commencement of a tender offer for the outstanding common stock of Aerosonic Corporation (“Aerosonic”) by Buccaneer Acquisition Sub Inc. (“Purchaser”), an indirect wholly-owned subsidiary of TransDigm Group Incorporated (“TransDigm”), pursuant to an Agreement and Plan of Merger, dated as of April 19, 2013, by and among Aerosonic, TransDigm and Purchaser. The presentation attached as Exhibit 99.1 hereto was given by representatives of TransDigm to employees of Aerosonic on April 25, 2013.

IMPORTANT INFORMATION ABOUT THE TENDER OFFER

This communication is not an offer to purchase or a solicitation of an offer to sell securities of Aerosonic. The planned tender offer by TransDigm for all of the outstanding shares of common stock of Aerosonic has not been commenced. On commencement of the tender offer, TransDigm will mail to Aerosonic stockholders an offer to purchase and related materials and Aerosonic will mail to its stockholders a solicitation/recommendation statement with respect to the tender offer. TransDigm will file its offer to purchase with the Securities and Exchange Commission (the “SEC”) on Schedule TO, and Aerosonic will file its solicitation/recommendation statement with the SEC on Schedule 14D-9. AEROSONIC STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE, SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING TERMS AND CONDITIONS OF THE OFFER. Aerosonic stockholders may obtain a free copy of these materials (when they become available) and other documents filed by TransDigm or Aerosonic with the SEC at the website maintained by the SEC at www.sec.gov. These materials also may be obtained (when they become available) for free by contacting the information agent for the tender offer (when one is selected).

EXHIBIT INDEX

Exhibit 99.1 Aerosonic Presentation, dated April 2013

TRANSDIGM
GROUP INC.

HOW WE MEASURE SUCCESS



AEROSONIC
CORPORATION

April 2013

TransDigm Overview

Annual Revenue \$1.7 Billion *



Distinguishing Characteristics

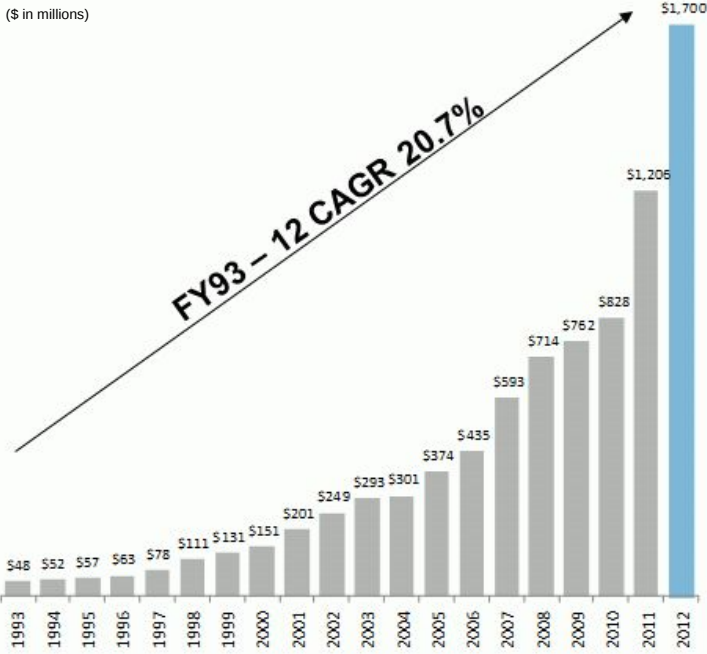
- Aerospace Components
- Proprietary Engineered Products
- Diverse Platform Base
- Significant Aftermarket Content

* Revenue information for fiscal year ended September 30, 2012.

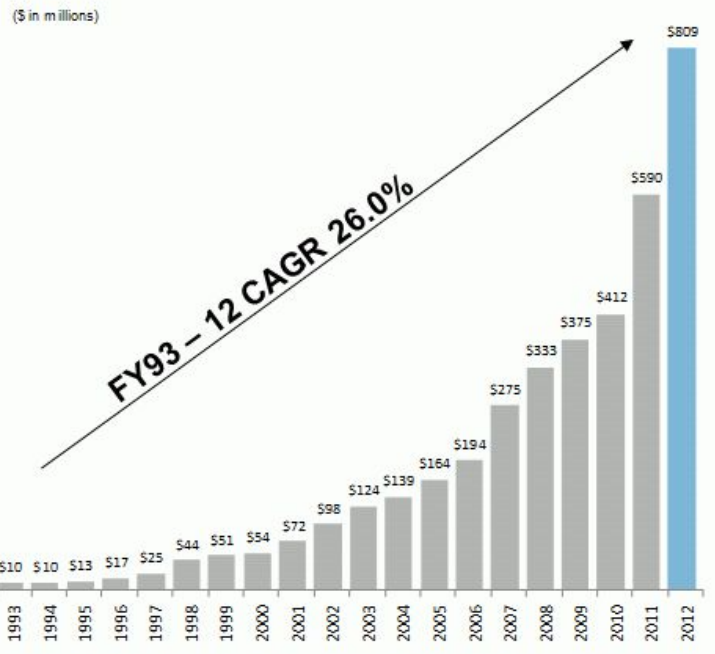


Consistent Record of Growth and Margin Expansion

Revenue



EBITDA As Defined and Margin

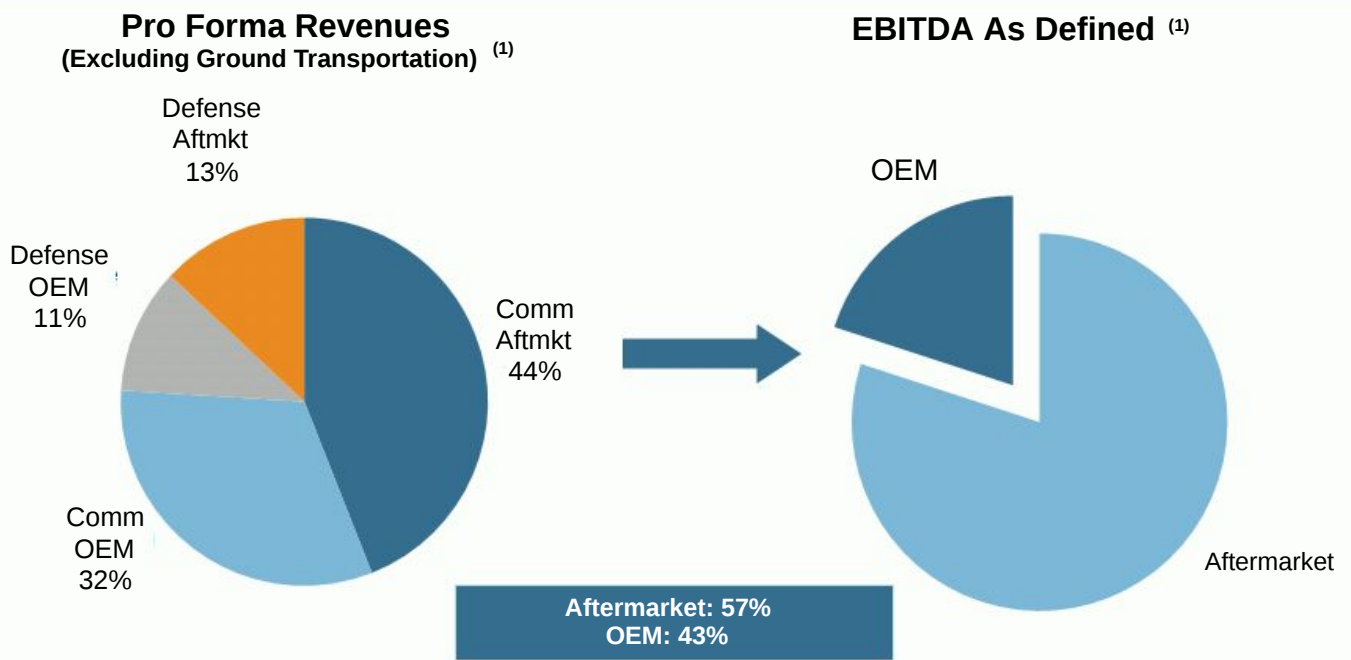


% of Revenue
 20% 19% 23% 27% 31% 39% 39% 36% 36% 39% 42% 46% 44% 45% 46% 47% 49% 50% 49% 48%

Note: EBITDA As Defined is a non-GAAP financial measure. For a reconciliation of EBITDA As Defined to Net Income and to Net Cash Provided by Operating Activities, please see the appendix.



Strong Focus on High-Margin Aftermarket



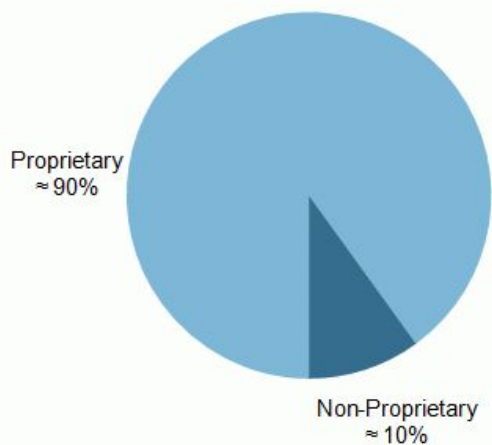
Approximately 57% of FY 2012 pro forma revenues and a much higher percentage of EBITDA As Defined are from the stable, high-margin aftermarket.

(1) Pro forma revenue for the fiscal year ended 9/30/12 (excluding Ground Transportation sales of \approx \$65 million or \approx 4% of total sales). Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

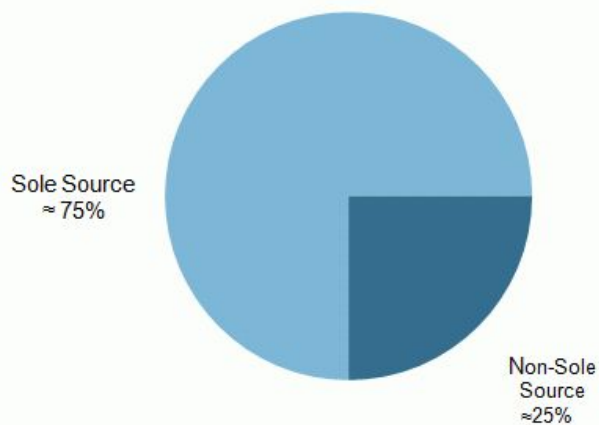
Significant Proprietary and Sole Source Revenue Base

Results in strong market positions and a stable, recurring revenue stream.

PROPRIETARY REVENUE



SOLE SOURCE REVENUE



Based on management estimates of pro forma TDG sales for the fiscal year ended 9/30/12. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.



Strong Positions on Diverse and Growing Platforms

TOP PLATFORMS

BRITISH AIRWAYS 

LOCKHEED MARTIN 

 Lufthansa

UNITED 

 Delta Air Lines

B737
A320
B777
C130
B747

≈ 30% Sales

 BOEING®

 AIRBUS

BOMBARDIER

A330/A340
CRJ Family
Gulfstream Series
Embraer Family
Cessna Citation Series

Black Hawk
B787
A380
B757/767
C17

≈ 20% Sales

 Sikorsky
A United Technologies Company

Note: Based on Management estimates of sales for 2011.



Organizational Philosophy

CORPORATE

Corporate Control



Local Autonomy

Value Generation Strategy

OPERATING UNIT

Economy of Scale



Mgmt Resources

Central Control



Local Autonomy

Emp-loyees



Owners

Structure

Execution

Motivation



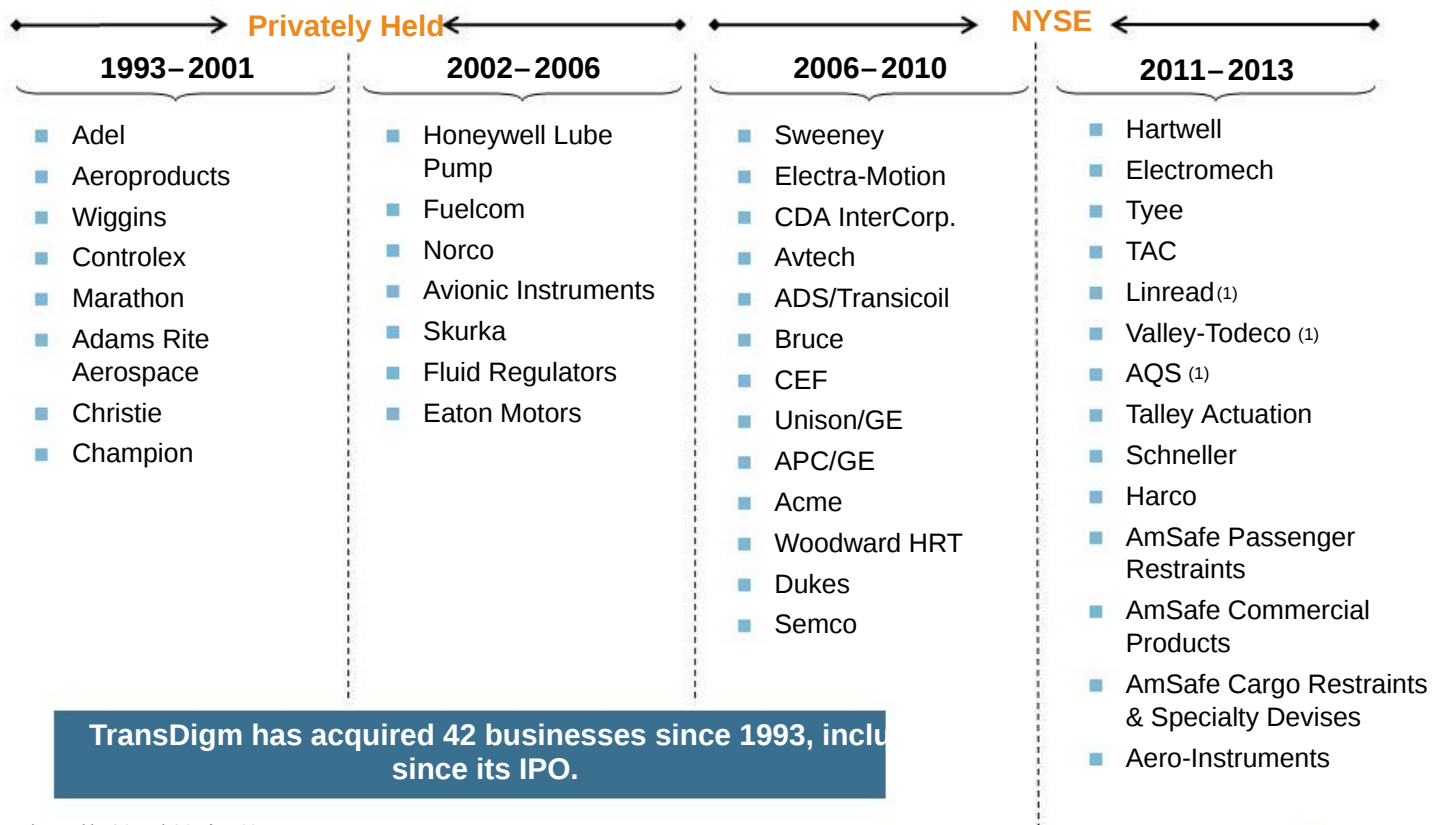


3 VALUE DRIVERS

- Profitable New Business
- Productivity and Cost Improvement
- Value-based Pricing



Proven Record of Acquisition & Integration



(1) Divested in Q2 and Q3 of FY2011.

- **Aerospace components**
 - **Proprietary engineered products**
 - **Significant aftermarket content**



Diverse Products, Platforms and Markets

	Ignition Systems and Engine Sensors	Pumps	Valves	Motors, Actuators and Controls	Water Faucets and Systems	Quick Disconnects, Couplings and Rods	Batteries, Chargers and Power Conditioning	Aircraft Hardware, Latches and Cockpit Security Systems	Engineered Composites, Elastomers & Laminants	Audio Systems	Lighting and Displays	Seat Belts & Safety Restraints
												
												
												
												
												

TransDigm Major Locations



TransDigm Operating Units Engine Ignition, Pumps, & Air Data Sensors

**AERO
CONTROLEX**

South Euclid, OH



Liberty, SC



TransDigm Operating Units Valve & Fluid Products


AEROFLUIDPRODUCTS
Painesville, OH




Dukes^{INC}
aerospace
Northridge, CA



TransDigm Operating Units Motors & Actuators



Camarillo, CA



Wichita, KS



CDA InterCorp

Deerfield Beach, FL



TransDigm Operating Units Cockpit Security, Latches & Water Systems



Adams Rite Aerospace

Fullerton, CA



Placentia, CA



TransDigm Operating UnFlight Deck Audio & Structural Rods



Everett, WA



Liege, Belgium



TransDigm Operating Units Electrical Power Equipment & Batteries



Avionic Instruments Inc
Avenel, NJ



Waco, TX



**ADEL
WIGGINS**
GROUP

Commerce, CA



SCHNELLER

Kent, Ohio



TransDigm Operating Unit Cargo & Seatbelts

AMSAFE®

Cargo Restraints
Bridport, UK



AMSAFE®

Passenger Restraints
Phoenix, AZ



TransDigm Operating Unit Engine Sensors & Electric Cables



Valencia, CA



Branford, CT



TransDigm Operating Units Cockpit Displays & Lighting



Collegeville, PA & Melaka, Malaysia



Dayton, NV



Welcome



Welcome



TRANSDIGM
GROUP INC.

HOW WE MEASURE SUCCESS



Appendix

Reconciliation of EBITDA and EBITDA As Defined to Net Income

(\$ in millions)

	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Income from continuing ops.	(\$5)	\$0	\$1	\$3	\$14	(\$17)	\$11	\$14	\$31	(\$76)	\$14	\$35	\$25	\$89	\$133	\$163	\$163	\$152	\$325
Depreciation and amortization	7	7	7	6	7	6	7	9	13	10	18	17	16	24	25	28	30	61	68
Interest expense, net	5	5	5	3	3	23	28	32	37	43	75	80	77	92	93	84	112	185	212
Income tax provision	(2)	-	2	5	13	(2)	8	9	17	(45)	6	23	16	53	74	88	88	77	163
Warrant put value adjustment	1	1	2	5	7	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Extraordinary item	-	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
EBITDA, excluding discontinued operations	6	13	17	24	44	10	54	64	98	(68)	113	155	134	258	325	\$363	\$393	\$475	\$768
Merger expense	-	-	-	-	-	40	-	-	-	176	-	-	-	-	-	-	-	-	-
Acquisition-related costs	4	-	-	1	-	1	-	8	-	15	20	2	1	9	2	6	12	30	19
Non-cash compensation and deferred compensation costs	-	-	-	-	-	-	-	-	-	1	6	7	1	6	6	6	7	13	22
One-time special bonus	-	-	-	-	-	-	-	-	-	-	-	-	6	-	-	-	-	-	-
Public offering costs	-	-	-	-	-	-	-	-	-	-	-	-	3	2	-	-	-	-	-
Refinancing costs	-	-	-	-	-	-	-	-	-	-	-	-	49	-	-	-	-	72	-
EBITDA As Defined	\$10	\$13	\$17	\$25	\$44	\$51	\$54	\$72	\$98	\$124	\$139	\$164	\$194	\$275	\$333	\$375	\$412	\$590	\$809



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Some of the statements in this communication constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the Securities Exchange Act of 1934. These statements are related to the expected timing, completion and effects of the proposed transaction or other future events, and may be identified by terminology such as "may," "will," "should," "expects," "scheduled," "plans," "intends," "anticipates," "believes," "estimates," "potential," or "continue," or the negative of such terms, or other comparable terminology. These statements are only predictions and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Aerosonic and TransDigm might not be able to complete the proposed transaction on terms described above, other acceptable terms or at all because of a failure to satisfy closing conditions, including receipt of sufficient tenders, or other factors. Aerosonic and TransDigm make no promise to update any forward-looking statement, whether as a result of changes in underlying factors, new information, future events or otherwise.



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