
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 25, 2012

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

(Commission File Number)

41-2101738

(IRS Employer Identification No.)

1301 East 9th Street, Suite 3000, Cleveland, Ohio

(Address of principal executive offices)

44114

(Zip Code)

(216) 706-2960

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants' under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On October 25, 2012, TransDigm Group Incorporated (NYSE: TDG), announced that it has entered into a definitive agreement with United Technologies to acquire the pump & engine control systems business of Goodrich (Goodrich Pump & Engine Control Systems or GPECS), for approximately \$236 million in cash. The acquisition, subject to regulatory approvals and other customary closing conditions, is expected to close late in the current calendar year or early in 2013. GPECS, located in West Hartford, Connecticut, manufactures proprietary, highly engineered aerospace fuel systems for the business jet, helicopter, military and commercial marketplace.

A copy of the October 25, 2012 press release announcing the agreement is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

99.1 Press Release issued October 25, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Gregory Rufus
Executive Vice President, Chief
Financial Officer and Secretary

Date: October 25, 2012

Exhibit Index

Exhibit No.

Description

99.1 Press Release of TransDigm Group Incorporated, dated October 25, 2012.



TransDigm to Acquire Goodrich Pump & Engine Control Systems

CLEVELAND, October 25, 2012 /PRNewswire via COMTEX/ — TransDigm Group Incorporated (NYSE: TDG), announced today that it has entered into a definitive agreement with United Technologies Corporation to acquire the pump & engine control systems business of Goodrich (Goodrich Pump & Engine Control Systems or GPECS), for approximately \$236 million in cash. The acquisition, subject to regulatory approvals and other customary closing conditions, is expected to close late in the current calendar year or early in 2013.

GPECS, located in West Hartford, Connecticut, manufactures proprietary, highly engineered aerospace fuel systems for the business jet, helicopter, military and commercial marketplace. The major engine platforms include the General Electric T700, the Honeywell T55, the Rolls-Royce M250, the Williams FJ44 family, the Turbomeca Arrius/Arriel, and the Pratt Whitney Canada 210 engines. The Company is expected to have calendar year 2012 revenues of approximately \$195 million, with EBITDA roughly in the low teens as a percent of revenue. Aftermarket revenues make up approximately 55% of the revenue.

GPECS designs and manufactures highly engineered electronic engine controls, fuel metering units and main fuel pumps. The commercial market comprises about 40% of the Company's 2012 revenues with the balance coming from the military.

W. Nicholas Howley, Chairman and CEO of TransDigm Group Incorporated stated, "GPECS is a long established proprietary business with significant aftermarket content and an outstanding reputation. The highly engineered products are both a good fit with our overall strategy and also allow us to expand our content on a number of substantial engine applications. As with all TransDigm acquisitions, we see opportunities for significant value creation."

About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. Major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces and lighting and control technology.

Forward-Looking Statements

Statements in this press release that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “believe,” “may,” “will,” “should,” “expect,” “intend,” “plan,” “predict,” “anticipate,” “estimate,” or “continue” and other words and terms of similar meaning may identify forward-looking statements.

All forward-looking statements involve risks and uncertainties which could affect TransDigm Group’s actual results and could cause its actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: the sensitivity of our business to the number of flight hours that our customers’ planes spend aloft and our customers’ profitability, both of which are affected by general economic conditions; future terrorist attacks; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions; our substantial indebtedness; potential environmental liabilities; and other factors. Further information regarding the important factors that could cause actual results to differ materially from projected results can be found in TransDigm Group’s Annual Report on Form 10-K and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission. Except as required by law, TransDigm Group undertakes no obligation to revise or update the forward-looking statements contained in this press release.

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