

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TRANSDIGM GROUP INC.		2 Issuer's employer identification number (EIN) 41-2101738	
3 Name of contact for additional information THOMAS W. MILLER	4 Telephone No. of contact 216 706 2960	5 Email address of contact TMILLER@TRANSDIGM.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1301 E. 9TH STREET, SUITE 3000		7 City, town, or post office, state, and Zip code of contact CLEVELAND, OH 44114	
8 Date of action JUNE 26, 2014		9 Classification and description COMMON STOCK	
10 CUSIP number 893641100	11 Serial number(s)	12 Ticker symbol TDG	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

ON JUNE 26, 2014, TRANSDIGM GROUP INC. MADE A CASH DISTRIBUTION OF \$25.00 PER SHARE TO ITS SHAREHOLDERS ON RECORD AS OF JUNE 16, 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **TRANSDIGM GROUP INC. PAID A DISTRIBUTION OF \$25.00 PER SHARE ON JUNE 26, 2014.**

THIS DISTRIBUTION RESULTED IN A \$22.07 NON-TAXABLE RETURN OF CAPITAL. THE PORTION OF THE DISTRIBUTION THAT CONSTITUTES A RETURN OF CAPITAL WILL DECREASE A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INC. SHARES. ANY PORTION OF THIS DISTRIBUTION THAT EXCEEDS A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INC. SHARES WILL BE TAXED AS A CAPITAL GAIN TO THE SHAREHOLDER.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **TRANSDIGM GROUP INC. HAS DETERMINED THAT 11.72% (OR \$2.93 PER SHARE) OF THE JUNE 26, 2014**

DISTRIBUTION WILL BE TREATED AS A TAXABLE DISTRIBUTION. THE REMAINING 88.28% (OR \$22.07 PER SHARE) WILL BE TREATED AS A RETURN OF CAPITAL UNDER SECTION 301(c)(2).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 301(a), 301(c), 312(a), 316(a), 317(a), AND TREASURY REGULATION 1.1502-33.

Horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ N/A

Horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS SHOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE CASH DISTRIBUTION WAS RECEIVED (FOR EXAMPLE, 2014 FOR INDIVIDUALS).

Horizontal lines for providing details for question 19.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Thomas W. Miller* Date ▶ 6/18/2015

Print your name ▶ THOMAS W. MILLER Title ▶ DIRECTOR OF TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.