
**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): February 23, 2023

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)

Not Applicable
(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 registrant under any of the following provisions:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:
Common Stock, \$0.01 par value

Trading Symbol:
TDG

Name of each exchange on which registered:
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.***Pricing of \$1,100 Million Senior Secured Notes Offering***

On February 23, 2023, TransDigm Group Incorporated (“TransDigm Group”) priced the previously announced offering of \$1,100 million aggregate principal amount of additional 6.75% Senior Secured Notes due 2028 (the “New Notes”) pursuant to a confidential offering memorandum in a private placement under Rule 144A and Regulation S of the Securities Act of 1933 (the “Securities Act”) by TransDigm Inc., its wholly-owned subsidiary. The New Notes will be issued at 99.00% of their principal amount. The New Notes will be guaranteed, with certain exceptions, by TransDigm Group, TransDigm UK Holdings plc and all of TransDigm Inc.’s existing and future U.S. subsidiaries on a senior secured basis. As previously announced, the Company expects to issue \$1,000 million aggregate principal amount of 6.75% Senior Secured Notes due 2028 on February 24, 2023 (the “Initial Notes”). The New Notes will be an additional issuance of the Initial Notes, and the New Notes will be of the same class and series as, and otherwise identical to, the Initial Notes, other than with respect to the date of issuance and issue price. The offering of the New Notes is expected to close on March 9, 2023 subject to customary closing conditions.

The New Notes and related guarantees are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933 (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The New Notes and the related guarantees have not been (and will not be) registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, applicable state securities or blue sky laws and foreign securities laws.

Use of Proceeds

TransDigm Group intends to use the net proceeds of the offering of the New Notes, together with cash on hand, to redeem all of TransDigm Inc.’s outstanding 8.00% Senior Secured Notes due 2025 (the “2025 Secured Notes”) and to pay related premiums, fees and expenses. This Current Report on Form 8-K does not constitute a notice of redemption for the 2025 Secured Notes.

TransDigm Group intends to use the net proceeds of the offering of the Initial Notes, together with the net proceeds of the previously announced new tranche I term loans that it expects to incur in connection with the offering of the Initial Notes (the “New Tranche I Term Loans”) and cash on hand, to repay all outstanding tranche E term loans and tranche F term loans under its existing credit agreement (the “Credit Agreement”) and to pay related fees and expenses.

* * * * *

This Current Report on Form 8-K shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this Current Report on Form 8-K in any state or foreign jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or foreign jurisdiction.

The information in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act.

Forward-Looking Statements

The statements in this Current Report on Form 8-K contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause TransDigm Group's 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 ability to successfully complete the offering of the Initial Notes, the issuance of the New Tranche I Term Loans and the repayment of the outstanding tranche E term loans and tranche F term loans under the Credit Agreement and payment of related fees and expenses using the net proceeds of the offering of the Initial Notes, together with the net proceeds of the New Tranche I Term Loans and cash on hand; the ability to successfully complete the offering of the New Notes and the redemption of the 2025 Secured Notes and payment of related premiums, fees and expenses using the net proceeds of the offering of the New Notes, together with cash on hand; the impact that the COVID-19 pandemic has on TransDigm Group's business, results of operations, financial condition and liquidity; the sensitivity of TransDigm Group's business to the number of flight hours that TransDigm Group's customers' planes spend aloft and its customers' profitability, both of which are affected by general economic conditions; current and future geopolitical or other worldwide events; cybersecurity threats, natural disasters and climate change-related events; TransDigm Group's reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier, including government audits and investigations; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions; TransDigm Group's indebtedness; potential environmental liabilities; liabilities arising in connection with litigation; climate-related regulations; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; risks and costs associated with TransDigm Group's international sales and operations; and other risk 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 for the fiscal year ended September 30, 2022 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 any forward-looking statements contained in this Current Report on Form 8-K.

SIGNATURE

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/ Michael Lisman
Name: Michael Lisman
Title: Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Dated: February 23, 2023