

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SMALL ROBERT J</u>  (Last) (First) (Middle) <u>C/O BERKSHIRE PARTNERS</u> <u>200 CLARENDON STREET, 35TH FLOOR</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/19/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	10/19/2020		A		76	A	\$491.32 <sup>(1)</sup>	31,024	D	
Common Stock								2,466,278	I <sup>(2)</sup>	By Berkshire Entities
Common Stock								165,688	I <sup>(3)</sup>	By Stockbridge Partners LLC
Common Stock								20,301	I <sup>(4)</sup>	By Family Trust
Common Stock								50,000	I <sup>(5)</sup>	By Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the Director Share Plan.
- Represents shares held directly or indirectly by Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Fund IX, L.P. ("IX"), Berkshire Fund IX-A, L.P. ("IX-A"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors 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, IX, IX-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 VII-A. Ninth Berkshire Associates LLC ("9BA") is the general partner of each of IX and IX-A. Stockbridge Associates LLC ("SA") is the general partner of each of SF and SARF.
- Represents shares held by SP on behalf of a managed account over which it has shared voting and sole dispositive power.
- 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
- 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.

**Remarks:**

Indirect ownership of shares held by the Berkshire Entities and SP is included because the Reporting Person is a managing member of SP and of BPH, BPSP, BP, SP, 8BA, 9BA, SA, Investors III and Investors IV (see footnotes 1 and 2). As such, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares of the Issuer's stock held by the Berkshire Entities and SP. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent, if any, of his pecuniary interest therein, and inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of the securities for purposes of Section 16 or any other purpose.

Halle Fine Terrion as attorney- 10/20/2020  
in-fact for Robert Small

\*\* 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.

