
**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): May 24, 2016

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 May 24, 2016, TransDigm Group Incorporated (NYSE: TDG) announced that it has entered into a definitive agreement to purchase ILC Holdings, Inc., the parent company of Data Device Corporation (“DDC”), from Behrman Capital for approximately \$1.0 billion in cash. TransDigm expects to finance the acquisition primarily through a combination of cash on hand, existing availability under our revolving credit facility and new debt. DDC is a leading supplier of databus and power controls and related products that are used primarily in military avionics, commercial aerospace and space applications. The acquisition, which is expected to close before the end of fiscal 2016, is subject to regulatory approvals and customary closing conditions.

A copy of the May 24, 2016 press release announcing the acquisition is attached to this Current Report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being filed with this Current Report on Form 8-K:

99.1 Press Release dated May 24, 2016.

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/ Terrance Parodie
Terrance Parodie
Executive Vice President and Chief Financial
Officer

Date: May 24, 2016

Exhibit Index

Exhibit No.

Description

99.1

Press Release of TransDigm Group Incorporated, dated May 24, 2016.



TransDigm to Acquire Data Device Corporation

CLEVELAND, May 24, 2016 /PRNewswire via COMTEX/ -- TransDigm Group Incorporated (NYSE: TDG) announced today a definitive agreement to purchase ILC Holdings, Inc., the parent company of Data Device Corporation ("DDC"), from Behrman Capital for a total purchase price of \$1.0 billion in cash. DDC is a leading supplier of databus and power supply products for the global military and commercial aerospace markets. TransDigm expects to finance the acquisition through a combination of cash on hand, existing availability under our revolving credit facility and new debt.

DDC revenues are anticipated to be over \$200 million for the fiscal year ending December 2016 with approximately 75% coming from the defense market and the remainder primarily from the commercial transport market. Approximately 70% of revenue is derived from the aftermarket, with nearly all of the revenue from proprietary and sole source products. Approximately 45% of revenue is derived from customers outside of the United States.

DDC is a leading supplier of databus and power controls and related products that are used primarily in military avionics, commercial aerospace and space applications. The company's core MIL-STD-1553 databus product line has a large installed base of systems worldwide that spans hundreds of unique military and commercial platforms. Representative DDC platforms include military programs such as the JSF, F-18, Eurofighter, C-130, A400M, F-15 and Apache, as well as newer commercial platforms such as the 787, A350XWB, and 777X. DDC's primary manufacturing facility is located in Bohemia, New York with additional facilities located in Mexico, the United Kingdom, and California. The business employs 650 employees in its various locations worldwide.

"DDC has a strong presence across major military aircraft platforms and a growing presence on commercial aircraft. This is another sizable acquisition opportunity that meets our strategic, operational and value-creation criteria," stated W. Nicholas Howley, TransDigm's Chairman and Chief Executive Officer. "The vast majority of DDC's revenue comes from highly engineered, proprietary products with substantial aftermarket content. We are pleased with the opportunity to acquire a business of this size that has such an outstanding reputation with its customers and where we see opportunities for significant value creation."

The acquisition, which is expected to close before the end of fiscal 2016, is subject to regulatory approvals and customary closing conditions.

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 related components, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

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 failure to complete or successfully integrate the acquisition; that the acquired business does not perform in accordance with our expectations; and other factors. Further information regarding 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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