
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): March 26, 2015

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))
-
-

Item 2.01 Completion of Acquisition or Disposition of Assets

On March 26, 2015, TransDigm Group Incorporated (NYSE: TDG) (“TD Group”) completed the acquisition of the Telair Cargo Group of businesses from AAR CORP. (NYSE: AIR) for a total purchase price of approximately \$725 million, subject to adjustment (the “Acquisition”). The Acquisition was structured as a purchase of assets located in the United States from AAR CORP. and the purchase of stock of foreign subsidiaries. TD Group financed the acquisition through a combination of existing cash on hand and borrowing of \$75 million under its existing revolving credit facility. The execution of the purchase agreement relating to the Acquisition was previously reported on Form 8-Ks filed on February 23, 2015 and February 24, 2015.

Item 7.01 Regulation FD Disclosure

A copy of the March 26, 2015 press release announcing the completion of the Acquisition 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 March 26, 2015.

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: March 26, 2015

Exhibit Index

**Exhibit
No.**

Description

99.1 Press Release issued March 26, 2015.



TransDigm Completes Acquisition of Telair Cargo Group

CLEVELAND, March 26, 2015 /PRNewswire/ — TransDigm Group Incorporated (NYSE: TDG) announced today that it has completed the acquisition of the Telair Cargo Group of businesses (“Telair”), from AAR CORP. (NYSE: AIR), for a total purchase price of approximately \$725 million in cash, subject to adjustment. TransDigm financed the acquisition through a combination of existing cash on hand and borrowing of \$75 million under its existing revolving credit facility. The acquisition was previously announced on February 23, 2015.

Telair is a global leader in aerospace on-board cargo loading and handling, restraint systems and unit load devices for a variety of commercial and military platforms with positions on a wide range of new and existing aircraft. The business consists of three major operating units, Telair International GmbH, Nordisk Aviation Products and Telair US LLC. Telair revenues are anticipated to be about \$300 million with EBITDA margins approaching 20% for fiscal year ending May 2015.

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, lighting and control technology and military personnel parachutes and cargo 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.

Contact: Liza Sabol
Investor Relations
(216) 706-2945
ir@transdigm.com