
**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): September 30, 2009

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

(Commission File Number)

51-0484716

(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio 44114

(216) 706-2939

(Address of principal executive offices and telephone number)

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))
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Item 7.01 Regulation FD Disclosure

On September 30, 2009, TransDigm Group Incorporated issued a press release announcing that its wholly-owned subsidiary, TransDigm Inc., has priced a private offering of \$425 million aggregate principal amount of its 7³/₄% Senior Subordinated Notes due 2014 (the "Notes"). The Notes will be sold at a price equal to 97.125% of their face value, with an effective yield of 8.50%. The offering is expected to close on October 6, 2009, subject to the satisfaction or waiver of customary closing conditions. A copy of the press release is furnished pursuant to this Item 7.01 as Exhibit 99.1.

The information contained in this report shall not constitute an offer to sell or a solicitation of an offer to purchase any notes and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The information contained in this Item 7.01 is being furnished and shall not be deemed "filed" with the Securities and Exchange Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

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

99.1 Press Release of TransDigm Group Incorporated, dated September 30, 2009.

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.

Dated: September 30, 2009

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President and Chief Financial
Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release of TransDigm Group Incorporated, dated September 30, 2009.

TransDigm Group Announces Pricing of \$425 Million of 7¾% Senior Subordinated Notes Due 2014

CLEVELAND, OH (September 30, 2009)/PRNewsire FirstCall/ — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc. (“TransDigm”), has priced a private offering of \$425 million of 7¾% Senior Subordinated Notes due 2014 (the “Notes”).

The Notes were priced at 97.125% of the principal amount plus accrued interest from October 6, 2009, representing an effective yield to maturity of 8.5% to the purchasers of the Notes. The sale of the Notes is expected to close on October 6, 2009. TransDigm intends to use the net proceeds from the offering of the Notes to make a cash distribution to TransDigm Group and TransDigm Group intends to use such cash distribution to pay, in turn, a special cash dividend to its stockholders in the approximate range of \$7.50 to \$7.70 per share, to make cash dividend equivalent payments to certain holders of options to purchase its common stock under its 2006 Stock Incentive Plan Dividend Equivalent Plan and its 2003 Stock Option Dividend Equivalent Plan, and for general corporate purposes.

The Notes will not be registered under the Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. The Notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons pursuant to Regulation S under the Securities Act.

This press release is neither an offer to sell nor the solicitation of an offer to buy the senior notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale is unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, including TransDigm, 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/electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting and AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batteries/chargers and started generators and related components.

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