
**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): March 4, 2014

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 registrant 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 5.07 Submission of Matters to a Vote of Security Holders

On March 4, 2014, the Company conducted its Annual Meeting of Stockholders. At the meeting, Messrs. Sean P. Hennessy, Douglas Peacock and John Staer were re-elected as directors of the Company. In addition, the stockholders, in an advisory vote, approved the compensation paid by the Company to its named executive officers; ratified the Company’s selection of Ernst & Young LLP as its independent accountants for the fiscal year ending September 30, 2014; and approved amendments to the Company’s Amended and Restated Certificate of Incorporation to eliminate the classification of the Board of Directors. The particulars of the vote are set forth below:

Proposal 1 – Election of Directors:

	<u>FOR</u>	<u>WITHHELD</u>
Sean P. Hennessy	41,684,129	3,434,019
Douglas Peacock	34,985,993	10,132,155
John Staer	29,495,253	15,622,895

Proposal 2 – To conduct an advisory vote on compensation paid to the Company’s named executive officers:

FOR	29,525,442
AGAINST	15,401,165
ABSTAIN	191,541

Proposal 3 – To ratify the selection of Ernst & Young LLP as TransDigm Group Incorporated’s independent accountants for the fiscal year ending September 30, 2014:

FOR	46,396,292
AGAINST	331,003
ABSTAIN	38,054

Proposal 4 – To amend the Company’s certificate of incorporation to declassify the Board of Directors.

FOR	44,877,286
AGAINST	16,037
ABSTAIN	224,825

No other matters were brought before stockholders for a vote at the meeting.

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 5, 2014