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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 12, 2024**

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**TransDigm Group Incorporated**

(Exact name of registrant as specified in its charter)

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**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)

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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))

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class:**  
Common Stock, \$0.01 par value

**Trading Symbol:**  
TDG

**Name of each exchange on which registered:**  
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01. Regulation FD Disclosure.**

***Pricing of \$4,400 Million Senior Secured Notes Offering***

On February 12, 2024, TransDigm Group Incorporated (“TransDigm Group”) priced the previously announced offering of its two new series of senior secured notes for a total of \$4,400 million, comprised of \$2,200 million aggregate principal amount of 6.375% Senior Secured Notes due 2029 (the “2029 Secured Notes”) and \$2,200 million aggregate principal amount of 6.625% Senior Secured Notes due 2032 (the “2032 Secured Notes” and, collectively with the 2029 Secured Notes, the “Secured Notes”) by TransDigm Inc., its wholly-owned subsidiary. The 2029 Secured Notes will be issued at 100.000% of their principal amount and the 2032 Secured Notes will be issued at 100.000% of their principal amount. The offering of the Secured Notes is expected to close on February 27, 2024, subject to customary closing conditions. The Secured Notes will be guaranteed by TransDigm Group and certain of the TransDigm Inc’s direct and indirect subsidiaries.

The Secured Notes and related guarantees are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933 (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Secured Notes and the related guarantees have not been (and will not be) registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, applicable state securities or blue sky laws and foreign securities laws.

***Use of Proceeds***

TransDigm Group intends to use the net proceeds of the offering of the Secured Notes, together with cash on hand, to repurchase all of TransDigm Inc.’s outstanding 6.250% Senior Secured Notes due 2026 (the “2026 Secured Notes”) pursuant to the previously announced concurrent tender offer for the 2026 Secured Notes or the redemption of the 2026 Secured Notes following the consummation of the tender offer and to pay related fees and expenses.

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This Current Report on Form 8-K shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this Current Report on Form 8-K in any state or foreign jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or foreign jurisdiction.

This Current Report on Form 8-K is not an offer to purchase or a solicitation of an offer to sell the 2026 Secured Notes, and this Current Report on Form 8-K does not constitute a notice of redemption for the 2026 Secured Notes. The tender offer is being made only by and pursuant to, and on the terms and subject to the conditions set forth in, TransDigm Inc.’s Offer to Purchase, dated February 12, 2024.

The information in this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act.

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## Forward-Looking Statements

The statements in this Current Report on Form 8-K contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause TransDigm Group's 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: TransDigm Group's ability to successfully complete the offering of the Secured Notes and the repurchase of the 2026 Secured Notes pursuant to the tender offer or the redemption of the 2026 Secured Notes using the net proceeds of the offering of the Secured Notes, together with cash on hand; TransDigm Group's ability to complete the previously announced amendment to its credit agreement; the sensitivity of TransDigm Group's business to the number of flight hours that TransDigm Group's customers' planes spend aloft and its customers' profitability, both of which are affected by general economic conditions; supply chain constraints; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; failure to complete or successfully integrate acquisitions; TransDigm Group's indebtedness; current and future geopolitical or other worldwide events, including, without limitation, wars or conflicts and public health crises; cybersecurity threats; risks related to the transition or physical impacts of climate change and other natural disasters or meeting sustainability-related voluntary goals or regulatory requirements; TransDigm Group's reliance on certain customers; the United States defense budget and risks associated with being a government supplier, including government audits and investigations; failure to maintain government or industry approvals; risks related to changes in laws and regulations, including increases in compliance costs; potential environmental liabilities; liabilities arising in connection with litigation; risks and costs associated with TransDigm Group's international sales and operations; and other factors. Further information regarding the 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 for the fiscal year ended September 30, 2023 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 any forward-looking statements contained in this Current Report on Form 8-K.

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**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.

TRANSDIGM GROUP  
INCORPORATED

By: /s/ Sarah Wynne  
Name: Sarah Wynne  
Title: Chief Financial Officer  
(Principal Financial Officer)

Dated: February 12, 2024