
**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): August 23, 2011

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 August 22, 2011, the Board of Directors of TransDigm Group Incorporated authorized the repurchase of up to \$100 million of the Company's common stock. The new program replaces the repurchase program announced on October 23, 2008, under which the Company previously repurchased \$15 million of common stock. The stock repurchase program may be carried out at the direction of the Company through open market purchases (which may or may not include one or more plans under Rule 10b5-1 of the Securities Exchange Act of 1934), block trades, and Board-approved privately negotiated transactions. Any repurchased shares will be held in treasury and will be available for general corporate purposes.

A copy of the August 23, 2011 press release announcing the share repurchase program 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 August 23, 2011.

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: August 23, 2011

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued August 23, 2011.



TransDigm Group Authorizes New Share Repurchase Program

CLEVELAND, August 23, 2011 /PRNewswire via COMTEX/ — TransDigm Group Incorporated (NYSE: TDG) announced today that its Board of Directors has authorized the repurchase of up to \$100 million of the Company's common stock. The new program replaces the repurchase program announced on October 23, 2008, under which the Company previously repurchased \$15 million of common stock.

W. Nicholas Howley, Chairman and CEO of TransDigm Group Incorporated, stated, "As always, we continually seek to optimize both our capital structure and our uses of cash. In accordance with our consistent long running strategy, we anticipate that the primary and preferred use of our financial resources will continue to be the acquisition and operation of accretive, proprietary aerospace businesses with significant aftermarket content. Per our past practice and in light of recent stock market volatility, we believe an upgraded repurchase program, more consistent with our current market value, will give us the financial structure flexibility to respond when and if unique opportunities arise to acquire shares or other capital market activities are appropriate."

The stock repurchase program may be carried out at the direction of the Company through open market purchases (which may or may not include one or more plans under Rule 10b5-1 of the Securities Exchange Act of 1934), block trades, and Board-approved privately negotiated transactions. The stock may be repurchased on an ongoing basis subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital and the Company's financial performance. The Company is not obligated to make any purchases and the program may be suspended or discontinued at any time. As of July 29, 2011, the Company had approximately 50.1 million shares of common stock outstanding. Any repurchased shares will be held in treasury and will be available for general corporate purposes.

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, aircraft audio systems, specialized cockpit displays, engineered latching and locking devices, specialized lavatory components, engineered connectors and elastomers, rods and locking devices, NiCad batterieschargers, and lighting and control technology.

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