
**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): May 7, 2008

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

333-130483

(Commission File Number)

51-0484716

(IRS Employer Identification No.)

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

(Address of principal executive offices)

44114

(Zip Code)

(216) 706-2939

(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 May 7, 2008, pursuant to a stock purchase agreement dated March 31, 2008, among TransDigm Inc., a wholly owned subsidiary of TransDigm Group Incorporated (“TransDigm”), CEF Industries, Inc. (“CEF”) and the shareholders of CEF, TransDigm acquired all of the outstanding shares of CEF. CEF designs and manufactures mechanical & electromechanical actuators, compressors, pumps and related components.

The purchase price for the stock is approximately \$83 million.

A copy of the May 7, 2008 press release announcing the transaction is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit No. 99.1 Press Release issued May 7, 2008.

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 and Chief
Financial Officer

Date: May 7, 2008

Exhibit Index

Exhibit No. 99.1 Press Release of TransDigm Group Incorporated, dated May 7, 2008.

TRANSDIGM ANNOUNCES COMPLETION OF THE ACQUISITION OF CEF INDUSTRIES

Cleveland, Ohio, May 7, 2008—TransDigm Group Incorporated (NYSE: TDG) announced today that it has completed the purchase of the outstanding common stock of CEF Industries (“CEF”) for approximately \$83 million in cash pursuant to the previously announced Stock Purchase Agreement among TransDigm Inc., CEF and the stockholders of CEF. CEF is located in Addison, Illinois and has been a supplier of proprietary, highly engineered components to the defense and commercial aerospace industries for many years. The company has annual revenue of over \$30 million and employs approximately 130 employees.

CEF designs and manufactures specialized and highly engineered mechanical & electromechanical actuators, compressors, pumps and related components. The majority of the company’s revenues are military related with the C-130 production program and worldwide installed base being the largest single platform. Other platforms include the V22, Joint Strike Fighter, A380, A320, A330/340, F-15, C-17, as well as certain regional and business jets. Major customers include Lockheed-Martin, the U.S. government, Airbus, Boeing, Embraer, and United Technologies.

TransDigm Group Incorporated, through its wholly-owned subsidiaries, is a leading global designer, producer and supplier of highly engineered 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 ignition systems and components, mechanical/electromechanical actuators and controls, gear pumps, engineered connectors, specialized valving, power conditioning devices, engineered latches and cockpit security devices, specialized AC/DC electric motors, lavatory hardware and components, hold open rods and locking devices, aircraft audio systems, NiCad batteries/chargers, and specialized fluorescent lighting and cockpit displays.

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