

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WARBURG PINCUS PRIVATE EQUITY VIII L P</u> (Last) (First) (Middle) 466 LEXINGTON AVENUE (Street) NEW YORK NY 10017 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/20/2006		s		821,594	D	\$21	31,093,057	I	See footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
WARBURG PINCUS PRIVATE EQUITY VIII L P
 (Last) (First) (Middle)
 466 LEXINGTON AVENUE
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WARBURG PINCUS & CO
 (Last) (First) (Middle)
 466 LEXINGTON AVENUE
 (Street)
 NEW YORK NY 10017
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WARBURG PINCUS LLC
 (Last) (First) (Middle)
 466 LEXINGTON AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Warburg Pincus Partners LLC

(Last) (First) (Middle)
466 LEXINGTON AVENUE

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1.

WARBURG PINCUS
PRIVATE EQUITY VIII, L.P.
By: Warburg Pincus Partners
LLC, General Partner By: 03/20/2006
Warburg Pincus & Co.,
Managing Member /s/
Kewsong Lee, Partner

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Warburg Pincus Private Equity VIII, L.P.
 466 Lexington Avenue
 New York, NY 10017
 TransDigm Group Incorporated (TDG)
 March 20, 2006

Explanation of Responses

On March 20, 2006, in connection with the closing of the initial public offering (the "Offering") of the common stock, par value \$0.01 per share (the "Shares") of TransDigm Group Incorporated (the "Company"), Warburg Pincus Private Equity VIII, L.P., including two affiliated partnerships ("WP VIII"), sold 821,594 Shares. Warburg Pincus Partners LLC ("WP Partners LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC" and together with WP, WP VIII and WP Partners LLC, the "Warburg Entities"). David A. Barr, Michael Graff, Kevin Kruse and Kewsong Lee, directors of the Company, are general partners of WP and managing directors and members of WP LLC. WP Partners LLC and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the shares owned by WP VIII. WP Partners LLC and WP LLC disclaim beneficial ownership of all shares held by WP VIII. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Entities. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.

On March 20, 2006, simultaneously with the closing of the Offering, WP VIII, A.S.F. Co-Investment Partners II, L.P., AlpInvest Partners CS Investments 2003 C.V., AlpInvest Partners Later Stage Co-Investments Custodian II C.V., ML TD Holdings, LLC, Teachers Insurance and Annuity Association of America and Michael Graff, one of the Company's directors, contributed an aggregate of 31,093,057 Shares to TD Group Holdings, LLC (the "LLC") in exchange for membership interests in the LLC. All of the Shares owned by the LLC were acquired due to the contribution of such Shares on March 20, 2006. WP VIII is the managing member of the LLC, and as such, has voting and investment power over the Shares held by the LLC, including the Shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all Shares to which WP VIII does not have a pecuniary interest.

1. Name: Warburg Pincus & Co.
 Address: 466 Lexington Avenue
 New York, New York 10017
2. Name: Warburg Pincus LLC
 Address: 466 Lexington Avenue
 New York, New York 10017
3. Name: Warburg Pincus Partners LLC
 Address: 466 Lexington Avenue
 New York, New York 10017

Designated Filer: Warburg Pincus Private Equity VIII, L.P.
 Issuer & Ticker Symbol: TransDigm Group Incorporated (TDG)
 Date of Event Requiring Statement: March 20, 2006

WARBURG PINCUS & CO.

By: /s/ KEWSONG LEE

3-
20-
06

Name: Kewsong Lee
 Title: Partner

Date

WARBURG PINCUS LLC

By: /s/ KEWSONG LEE

3-
20-
06

Name: Kewsong Lee
 Title: Partner

Date

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ KEWSONG LEE

3-
20-

Name: Kewsong Lee

Date

Title: Partner
