
**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): April 2, 2015

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 2, 2015, TransDigm announced the retirement of Gregory Rufus, Executive Vice President and Chief Financial Officer, effective in the fourth quarter of calendar 2016. Pending his retirement, Mr. Rufus's title will be Senior Executive Vice President and he will assist in the transition of a new Chief Financial Officer and work with the Company's Chief Executive Officer to assist in managing TransDigm's continued growth, talent development and various strategic projects.

In connection with Mr. Rufus's planned retirement, TransDigm announced the hiring of Terry Paradie, age 47, as Executive Vice President and Chief Financial Officer of the Company. Mr. Paradie will commence employment around April 15, 2015. Mr. Paradie was most recently the Executive Vice President and Chief Financial Officer of Cliffs Natural Resources Inc. (NYSE: CLF). Mr. Paradie has been with Cliffs since 2007. His prior responsibilities at Cliffs included Senior Vice President/Corporate Controller and operating responsibility for two domestic iron ore mines. Prior to his tenure at Cliffs, Mr. Paradie was a partner at KPMG LLP.

The Company expects to enter into a five-year employment agreement with Mr. Paradie on terms similar to those of other executive officers of the Company. The following material terms have already been agreed to between the Company and Mr. Paradie and will be included in Mr. Paradie's employment agreement. Mr. Paradie's annual base salary is \$480,000. In addition, Mr. Paradie is entitled to participate in the Company's annual cash bonus plan with a target bonus of 65% of his base salary, stock option plan and the other employee benefit plans, programs and arrangements that the Company may maintain from time to time for its senior officers. Mr. Paradie will receive a grant of stock options of approximately 112,000 when the Compensation Committee grants options to other employees this month. Mr. Paradie will be required to hold stock or vested in-the-money options, with a value of at least \$2,000,000, at least half of which must be held in stock. Mr. Paradie will also receive a grant of 4,700 shares of restricted stock that will vest evenly over three years in April of each year.

Item 7.01 Regulation FD Disclosure.

On April 2, 2015, the Company issued a press release announcing the retirement of Gregory Rufus as Chief Financial Officer of the Company planned for the fourth calendar quarter of 2016 and naming Mr. Terrance Paradie as Executive Vice President and Chief Financial Officer. A copy of the press release is furnished with this Report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated April 2, 2015

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: April 2, 2015

TransDigm Announces the Hiring of Terrance Paradie as Executive Vice President and Chief Financial Officer and Appointment of Greg Rufus to Senior Executive Vice President

CLEVELAND April 2, 2015 /PRNewswire/- TransDigm Group Incorporated (the “Company”) (NYSE:TDG) today announced that it has hired Terrance Paradie as Executive Vice President and Chief Financial Officer of TransDigm Group Incorporated.

Mr. Paradie was most recently Executive Vice President and Chief Financial Officer for Cliffs Natural Resources Inc. (NYSE:CLF). Cliffs is an international mining company, headquartered in Cleveland, Ohio with annual revenues of approximately \$5 billion. Terry has been at Cliffs since 2007. His prior responsibilities at Cliffs included Sr. Vice President/Corporate Controller and operating responsibility for two domestic iron ore mines.

Prior to his tenure at Cliffs, Terry was a partner at KPMG LLP. During his 15 years at KPMG, Terry had a broad range of client responsibilities in audit, M&A, financial structuring and operational assistance across a broad range of industries.

Terry is a 1991 graduate of the University of Windsor with a degree in Accounting and Finance as well as a Certified Public Accountant. He and his wife, Christine, and their 14 year old daughter live in Ashtabula, Ohio, a suburb of Cleveland. Terry will start with the Company around April 15, 2015.

After 15 years with the Company, Greg Rufus, our long term CFO, has announced his intention to retire in the fourth quarter of calendar year 2016. To ensure a smooth transition and transfer of TransDigm culture, Greg will work closely with Terry as he comes up to speed. Greg will also work with the Company’s CEO to assist in managing TransDigm’s continued growth, developing the next generation of management, and utilizing his skills and business judgement on various projects.

W. Nicholas Howley, Chairman and Chief Executive Officer, stated “Terry is a good fit with the TransDigm team. He has a broad range of public accounting, public reporting, internal control, financing, operations and M&A experience that we believe is important for the CFO of a lean decentralized business like TransDigm. He has worked his way through complicated financial and operational re-structuring issues at Cliffs Natural Resources. This has served to further his financial and operational skills. We are fortunate to have attracted a financial executive with the experience, skills and cultural fit that Terry brings to the Company.”

Mr. Howley added, “Greg has been a significant contributor and a true partner in the success and growth of TransDigm over the last 15 years. He has been a major part of almost every key decision over that time. I can’t thank him enough for his hard work and support as a key member of the senior executive team at TransDigm for most of our history as well as his substantial contribution to our value focused strategy, performance and culture.”

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, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces, lighting and control technology and military personnel parachutes and cargo delivery systems.

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