
**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): July 21, 2019

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)

Not Applicable
(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:

- 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.

Item 7.01. Regulation FD Disclosure.

On July 21, 2019, TransDigm Group Incorporated (“TransDigm”), Esterline Technologies Corporation, Esterline Technologies Holdings Ltd. and Esterline Technologies France Holdings S. N.G. (“TransDigm” or the “Sellers”) entered into a binding offer (the “Put Agreement”) with Eaton Corporation PLC (“Eaton”) for the acquisition by Eaton of the shares of Souriau SAS, Souriau USA Inc. and Sunbank Family of Companies LLC (collectively, the “Souriau-Sunbank Companies”) which comprise the Souriau-Sunbank Connection Technologies business (the “Business”). Pursuant to the terms of the Put Agreement, after completion of the consultation process with the Business’ French works council, the Sellers will have the right to require Eaton to enter into a securities purchase agreement (the “Purchase Agreement”) providing for the purchase by Eaton from the Sellers of the shares of the Souriau-Sunbank Companies.

Pursuant to the terms of the Purchase Agreement, Eaton will purchase the shares of the Souriau-Sunbank Companies for a cash purchase price of approximately \$920 million.

In addition to the consultation with the Business’ French works council, the transaction is subject to execution and delivery of the Purchase Agreement and other definitive agreements, the satisfaction or waiver of customary closing conditions and receipt of required regulatory approvals. The parties expect to complete the transaction during fourth calendar quarter of 2019.

TransDigm issued a press release announcing the entry in to the Put Agreement. A copy of the press release is hereby furnished pursuant to Item 7.01 as Exhibit 99.1.

Forward-Looking Statements

Statements in this current report and the press release which are not historic facts are forward-looking statements under the provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements, including, in particular, statements about the sale of the Souriau-Sunbank Companies. We have identified some of these forward-looking statements with words like "believe," "may," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate" or "continue" and other words and terms of similar meaning. All forward-looking statements involve risks and uncertainties which could affect TransDigm’s actual results and could cause its actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of TransDigm. These risks and uncertainties include, but are not limited to, TransDigm’s ability to successfully complete the sale of the Souriau-Sunbank Companies, including satisfying the various closing conditions, such as works council consultations and obtaining required regulatory approvals. Except as required by law, TransDigm undertakes no obligation to revise or update the forward-looking information contained in this current report or the press release.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being filed with this Current Report on Form 8-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated July 22, 2019

Exhibit Index

Exhibit No.

Description

[99.1](#)

[Press Release dated July 22, 2019](#)



TransDigm Group Plans to Divest Souriau-Sunbank Connection Technologies to Eaton

Cleveland, Ohio, July 22, 2019/PRNewswire/ -- TransDigm Group Incorporated (NYSE: TDG), a leading global designer, producer and supplier of highly engineered aircraft components, announced today that it has received a binding offer pursuant to a put option agreement (the "Put Agreement") from Eaton Corporation plc (NYSE:ETN) for the acquisition by Eaton of the business of Souriau-Sunbank Connection Technologies (Souriau-Sunbank) in a transaction valued at approximately \$920 million. Pursuant to the terms of the Put Agreement, after completion of the consultation process with Souriau's French works councils, TransDigm (through its subsidiaries) will have the right to require Eaton to enter into a securities purchase agreement providing for the purchase by Eaton of the shares of the Souriau-Sunbank companies. In addition to the consultation with Souriau's French works councils, the transaction is subject to execution and delivery of the securities purchase agreement and other definitive agreements and customary closing conditions, including receipt of required regulatory approvals.

Souriau-Sunbank was acquired by TransDigm in March 2019 as part of the Esterline Technologies acquisition and is a leading global supplier of highly-engineered interconnect solutions for harsh environments serving customers primarily in aerospace, defense and space end markets. The business is headquartered in Versailles, France and generated revenues of \$363 million for the trailing 12-month period ended June 30, 2019.

W. Nicholas Howley, Executive Chairman commented, "As previously communicated, we have been considering divesting some Esterline portfolio businesses that do not align well with TransDigm's strategy. As such, we are pleased to have an agreement for the divestiture of Souriau-Sunbank to Eaton. This is a high quality, well established connector business. We are confident that its customers will continue to be well-served as we work toward a successful completion of the transaction."

The transaction is expected to be completed during the fourth quarter of calendar 2019.

Goldman Sachs & Co. LLC acted as financial advisor to TransDigm, and Baker & Hostetler LLP acted as TransDigm's lead legal counsel.

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, databus and power controls, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seat belts and safety restraints, engineered interior surfaces and related components, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

TransDigm acquired Esterline in the second quarter of fiscal 2019. Esterline includes a collection of over 20 business units that primarily develop, produce and market products for the aerospace and defense industry. TransDigm is currently in the process of integrating Esterline as well as evaluating the strategic fit and description of each individual Esterline business unit.

Forward-Looking Statements

Statements in this press release which are not historic facts are forward-looking statements under the provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements, including, in particular, statements about the sale of the Souriau-Sunbank Companies. We have identified some of these forward-looking statements with words like "believe," "may," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate" or "continue" and other words and terms of similar meaning. All forward-looking statements involve risks and uncertainties which could affect TransDigm's actual results and could cause its actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of TransDigm. These risks and uncertainties include, but are not limited to, TransDigm's ability to successfully complete the sale of the Souriau-Sunbank Companies, including satisfying the various closing conditions, such as works council consultations and obtaining required regulatory approvals. Except as required by law, TransDigm undertakes no obligation to revise or update the forward-looking information contained in this press release.

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