

## 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* <b>SMALL ROBERT J</b>			2. Issuer Name and Ticker or Trading Symbol <b>TransDigm Group INC [ TDG ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/02/2016</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
BOSTON	MA	02116							

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	12/02/2016		P		8,045 <sup>(1)</sup>	A	\$241.6004 <sup>(6)</sup>	3,074,776	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/02/2016		P		1,762 <sup>(2)</sup>	A	\$241.6004 <sup>(6)</sup>	269,131	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/02/2016		P		13,571 <sup>(1)</sup>	A	\$244.902 <sup>(7)</sup>	3,088,347	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/02/2016		P		2,972 <sup>(2)</sup>	A	\$244.902 <sup>(7)</sup>	272,103	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/02/2016		P		19,402 <sup>(1)</sup>	A	\$245.4597 <sup>(8)</sup>	3,107,749	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/02/2016		P		4,248 <sup>(2)</sup>	A	\$245.4597 <sup>(8)</sup>	276,351	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/05/2016		P		14,168 <sup>(1)</sup>	A	\$247.7889 <sup>(9)</sup>	3,121,917	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/05/2016		P		4,534 <sup>(2)</sup>	A	\$247.7889 <sup>(9)</sup>	280,885	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/05/2016		P		4,771 <sup>(1)</sup>	A	\$248.606 <sup>(10)</sup>	3,126,688	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/05/2016		P		1,527 <sup>(2)</sup>	A	\$248.606 <sup>(10)</sup>	282,412	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/06/2016		P		4,646 <sup>(1)</sup>	A	\$247.4543 <sup>(11)</sup>	3,131,334	I	By Berkshire Entities <sup>(3)(4)(5)</sup>
Common Stock	12/06/2016		P		1,454 <sup>(2)</sup>	A	\$247.4543 <sup>(11)</sup>	283,866	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock	12/06/2016		P		1,215 <sup>(1)</sup>	A	\$248.6179 <sup>(12)</sup>	3,132,549	I	By Berkshire Entities <sup>(3)(4)(5)</sup>

**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	12/06/2016		P		380 <sup>(2)</sup>	A	\$248.6179 <sup>(12)</sup>	284,246	I	By Stockbridge Partners LLC <sup>(2)</sup>
Common Stock								6,113	I	By Family Trusts <sup>(13)</sup>
Common Stock								22,000	I	By Trust <sup>(14)</sup>
Common Stock								31,940	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares acquired by certain of the Berkshire Entities (as defined below), consistent with their investment objective of achieving capital appreciation by investing primarily in marketable securities. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of, or managing member of the general partner of, each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- Represents shares acquired by Stockbridge Partners LLC ("SP") on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of SP. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by SP. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, therein.
- Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV"), Stockbridge Fund, L.P. ("SF"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSF, L.P. ("BPSF"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VII, VII-A, VIII, VIII-A, Investors, Investors III and Investors IV ("BP"), and SP, the registered investment adviser to SF, SARF and SOS. Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A.
- (Continued from footnote 3): Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SARF and SOS.
- The Reporting Person is a managing member of each of BPH, BPSF, BP, SP, 8BA, 7BA, SA, Investors, Investors III and Investors IV. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$241.2800 to \$242.2799. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$244.2800 to \$245.2799. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$245.2800 to \$245.7800. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$247.2600 to \$248.2599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$248.2600 to \$248.6900. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$247.3100 to \$248.3099. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$248.3100 to \$248.6900. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.
- Represents shares of Common Stock beneficially owned by a certain trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.

/s/ Robert J. Small

12/06/2016

\*\* 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.