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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 6, 2019**

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**TransDigm Group Incorporated**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32833**  
(Commission  
File Number)

**41-2101738**  
(IRS Employer  
Identification No.)

**1301 East 9<sup>th</sup> 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.)

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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.

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**Item 7.01. Regulation FD Disclosure.**

On August 6, 2019, TransDigm Group Incorporated (“TransDigm”) entered into a definitive agreement (the “Agreement”) to sell its Esterline Interface Technology group of businesses (“EIT”) to an affiliate of KPS Capital Partners, LP for approximately \$190 million. EIT was acquired by TransDigm as part of its acquisition of Esterline Technologies Corporation in March 2019. Subject to regulatory approvals and customary closing conditions, the sale is expected to be completed during the first quarter of fiscal 2020.

TransDigm issued a press release announcing the entry into the 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 EIT. 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 EIT, including satisfying the various closing conditions 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 August 7, 2019



## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated August 7, 2019</u></a>



## **TransDigm Group Plans to Divest Esterline Interface Technologies Group of Businesses to an Affiliate of KPS Capital Partners, LP**

Cleveland, Ohio, August 7, 2019/PRNewswire/ -- TransDigm Group Incorporated (NYSE: TDG), a leading global designer, producer and supplier of highly engineered aircraft components, announced today that it has entered into a definitive agreement to sell its Esterline Interface Technologies (EIT) group of businesses to an affiliate of KPS Capital Partners, LP for approximately \$190 million.

EIT was acquired by TransDigm in March 2019 as part of the Esterline Technologies acquisition and is comprised of three distinct businesses including Advanced Input Systems, Gamesman and LRE Medical. The business is a developer and manufacturer of interface solutions serving leading OEMs in the growing medical, commercial, industrial, diagnostics and gaming end markets and has over 750 employees primarily in the United States, Germany and China. EIT generated revenues of approximately \$190 million for the fiscal year ended September 30, 2018.

W. Nicholas Howley, Executive Chairman commented, "We are pleased to have an agreement for the divestiture of the EIT group of businesses. This is part of our previously communicated plan to evaluate and potentially divest businesses that do not align well with TransDigm's strategy."

The divestiture, which is subject to regulatory approvals and customary closing conditions, is expected to be completed during the first quarter of our fiscal 2020.

## **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, advanced sensor products, switches and relay panels, advanced displays, thermal protection and insulation, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

## **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 EIT. 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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