

| 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>Laubenthal Raymond F</u> (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3000 (Street) CLEVELAND OH 44114 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/26/2020 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) 05/22/2020 | |

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 | 05/26/2020 | | G | V | 679 | D | \$0.00 | 147,414 | D | |
| Common Stock | 05/26/2020 | | G | V | 1,359 | D | \$0.00 | 150,131 | D | |
| Common Stock | 05/26/2020 | | G | V | 679 | D | \$0.00 | 148,093 | D | |
| Common Stock | 05/26/2020 | | G | V | 1,359 | D | \$0.00 | 148,772 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 151,490 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 153,528 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 155,566 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 157,604 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 159,642 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | D | \$0.00 | 161,680 | D | |
| Common Stock | 05/26/2020 | | G | V | 465 | D | \$0.00 | 164,938 | D | |
| Common Stock | 05/26/2020 | | G | V | 565 | D | \$0.00 | 164,373 | D | |
| Common Stock | 05/26/2020 | | G | V | 465 | D | \$0.00 | 165,403 | D | |
| Common Stock | 05/26/2020 | | G | V | 655 | D | \$0.00 | 163,718 | D | |
| Common Stock | 05/26/2020 | | G | V | 465 | D | \$0.00 | 165,868 | D | |
| Common Stock | 05/28/2020 | | G | V | 460 | D | \$0.00 | 144,448 | D | |
| Common Stock | 05/28/2020 | | G | V | 265 | D | \$0.00 | 144,908 | D | |
| Common Stock | 05/28/2020 | | G | V | 460 | D | \$0.00 | 145,173 | D | |
| Common Stock | 05/28/2020 | | G | V | 460 | D | \$0.00 | 145,633 | D | |
| Common Stock | 05/28/2020 | | G | V | 1,321 | D | \$0.00 | 146,093 | D | |
| Common Stock | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 16,299 | I | By trust fbo eldest son |
| Common Stock | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 14,261 | I | By trust fbo eldest son |
| Common Stock | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 16,299 | I | By trust fbo daughter |
| Common Stock | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 14,261 | I | By trust fbo daughter |

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 | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 16,299 | I | By trust fbo youngest son |
| Common Stock | 05/26/2020 | | G | V | 2,038 | A | \$0.00 | 14,261 | I | By trust fbo youngest son |

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) | | | | | |

Explanation of Responses:

Remarks:

Amendment is being filed because transactions were originally reported early - as occurring on 5/20-5/22 (the dates the gifts were authorized). Broker actually process gifts and transferred shares on 5/26-5/28/20. In addition, one gift was erroneously underreported as 679 shares, but was actually for 1,359 shares.

Halle Terrion as attorney in
fact for Raymond Laubenthal 05/29/2020

** 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.