

| 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>Wynne Sarah</u> | | | 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/07/2023</u> | | | 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 | | |
| 1301 E. 9TH STREET SUITE 3000 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>CLEVELAND OH 44114</u> | | | Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 09/07/2023 | | M | | 5,420 | A | \$221.81 | 6,120 | D | |
| Common Stock | 09/07/2023 | | S | | 137 | D | \$878.3732 ⁽¹⁾ | 5,983 | D | |
| Common Stock | 09/07/2023 | | S | | 270 | D | \$879.9954 ⁽²⁾ | 5,713 | D | |
| Common Stock | 09/07/2023 | | S | | 830 | D | \$881.2393 ⁽³⁾ | 4,883 | D | |
| Common Stock | 09/07/2023 | | S | | 642 | D | \$882.1066 ⁽⁴⁾ | 4,241 | D | |
| Common Stock | 09/07/2023 | | S | | 483 | D | \$883.1142 ⁽⁵⁾ | 3,758 | D | |
| Common Stock | 09/07/2023 | | S | | 2,296 | D | \$884.0081 ⁽⁶⁾ | 1,462 | D | |
| Common Stock | 09/07/2023 | | S | | 706 | D | \$885.5407 ⁽⁷⁾ | 756 | D | |
| Common Stock | 09/07/2023 | | S | | 56 | D | \$886.17 | 700 | 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 | | | | | | Title |
| Stock Option | \$221.81 | 09/07/2023 | | M | | | 5,420 | 09/30/2015 | 04/22/2025 | Common Stock | 5,420 | \$0.00 | 0 | D | |

Explanation of Responses:

- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$877.7500 - 878.6000. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$879.4900 - 880.4500. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$880.6300 - 881.5950. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$881.6400 - 882.4900. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$882.6600 - 883.6400. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$883.6750 - 884.1300. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$884.9550 - 885.8000. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.

Remarks:

/s/ Gabrielle Feuer as attorney-in-fact 09/08/2023

** 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.