

**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): October 29, 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:	Trading Symbol:	Name of each exchange on which registered:
<b>Common Stock, \$0.01 par value</b>	<b>TDG</b>	<b>New York Stock Exchange</b>

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 2.02. Results of Operations and Financial Condition.**

TransDigm Group Incorporated (“TransDigm Group”), which includes, for purposes of this Item 2.02, its direct and indirect subsidiaries, is hereby furnishing the following information regarding its business, which has not been previously reported, in connection with the concurrent offerings of the Notes (as defined below), as discussed in Item 7.01 of this Current Report on Form 8-K.

TransDigm Group has not yet finalized its financial results for the thirteen-week period or fiscal year ended September 30, 2019. However, based on its unaudited preliminary analysis, it estimates that it will have the following selected results for the thirteen-week period ended September 30, 2019:

- Net sales of \$1,525 million to \$1,545 million (as compared to net sales of \$1,049 million for the thirteen-week period ended September 30, 2018);
- Income from continuing operations of \$300 million to \$310 million (as compared to income from continuing operations of \$230 million for the thirteen-week period ended September 30, 2018); and
- EBITDA As Defined of \$695 million to \$705 million (as compared to EBITDA As Defined of \$525 million for the thirteen-week period ended September 30, 2018).

In addition, based on its unaudited preliminary analysis, it estimates that it will have the following selected results for the fiscal year ended September 30, 2019:

- Net sales of \$5,205 million to \$5,225 million (as compared to net sales of \$3,811 million for the fiscal year ended September 30, 2018);
- Income from continuing operations of \$825 million to \$835 million (as compared to income from continuing operations of \$962 million for the fiscal year ended September 30, 2018); and
- EBITDA As Defined of \$2,405 million to \$2,415 million (as compared to EBITDA As Defined of \$1,877 million for the fiscal year ended September 30, 2018).

The thirteen-week period and full fiscal year periods ended September 30, 2019 reflect the financial results of the previously announced divestitures of the Esterline Interface Technology group of businesses and the Souriau-Sunbank Connection Technologies business as discontinued operations. As such, \$297 million of revenue and \$63 million of EBITDA as Defined has been excluded and will be reported as discontinued operations for the full fiscal year period ended September 30, 2019.

TransDigm Group’s preliminary results for the thirteen-week period and fiscal year ended September 30, 2019 are preliminary, unaudited and represent the most current information available to TransDigm Group’s management. TransDigm Group’s actual results may differ from the preliminary results due to the completion of its financial closing procedures, final adjustments and other developments that may arise between the date of this Current Report on Form 8-K and the time that financial results for the thirteen-week period and fiscal year ended September 30, 2019 are finalized.

The preliminary results included herein have been prepared by, and are the responsibility of, TransDigm Group’s management. Ernst & Young LLP, TransDigm Group’s independent registered public accounting firm, has not audited, reviewed, compiled, or performed any procedures with respect to the preliminary financial results. Accordingly, Ernst & Young LLP does not express an opinion or any other form of assurance with respect thereto.

The following sets forth a reconciliation of net income to EBITDA and EBITDA As Defined:

	<u>Thirteen-Week Period Ended</u> <u>September 30, 2018</u>	<u>Fiscal Year Ended</u> <u>September 30, 2018</u>
	(dollars in thousands)	
Net income	\$ 228,763	\$ 957,062
<b>Less:</b> Income from discontinued operations, net of tax (1)	(1,531)	(4,474)
<b>Income from continuing operations</b>	<b>230,294</b>	<b>961,536</b>
<b>Adjustments:</b>		
Depreciation and amortization	34,310	129,844
Interest expense, net	173,232	663,008
Income tax provision	51,571	24,021
<b>EBITDA</b>	<b>489,407</b>	<b>1,778,409</b>
<b>Adjustments:</b>		
Inventory purchase accounting adjustments (2)	3,915	7,080
Acquisition integration costs (3)	6,669	17,484
Acquisition transaction-related expenses (4)	926	3,886
Non-cash stock compensation expense (5)	22,070	58,481
Refinancing costs (6)	486	6,396
Other, net (7)	1,288	4,822
<b>EBITDA As Defined</b>	<b>\$ 524,761</b>	<b>\$ 1,876,558</b>

- (1) Refer to Note 3, “Acquisitions and Divestitures,” in TransDigm Group’s Quarterly Report on Form 10-Q for the thirteen-week period ended June 29, 2019 for further information.
- (2) Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold.
- (3) Represents costs incurred to integrate acquired businesses and product lines into TransDigm Group’s operations, facility relocation costs and other acquisition-related costs.
- (4) Represents transaction-related costs comprising deal fees; legal, financial and tax due diligence expenses, and valuation costs that are required to be expensed as incurred.
- (5) Represents the compensation expense recognized by TransDigm Group under its stock incentive plans.
- (6) Represents costs expensed related to debt financing activities, including new issuances, extinguishments, refinancings and amendments to existing agreements.
- (7) Primarily represents foreign currency transaction gain or loss, payroll withholding taxes related to dividend equivalent payments and stock option exercises and gain or loss on sale of fixed assets.

The following sets forth a reconciliation of the mid-point of our estimated range of income from continuing operations to EBITDA and EBITDA As Defined:

	<u>Thirteen-Week Period Ended</u> <u>September 30, 2019</u>	<u>Fiscal Year Ended</u> <u>September 30, 2019</u>
Income from continuing operations	305,000	830,000
<b>Adjustments: (1)</b>	<b>390,000</b>	<b>1,310,000</b>
<b>EBITDA</b>	<b>695,000</b>	<b>2,140,000</b>
<b>Adjustments: (2)</b>	<b>5,000</b>	<b>270,000</b>
<b>EBITDA As Defined</b>	<b>\$ 700,000</b>	<b>\$ 2,410,000</b>

- (1) Represents estimated accounting adjustments with respect to depreciation and amortization, interest expense and income taxes.
- (2) Represents estimated accounting adjustments with respect to inventory purchase accounting adjustments, acquisition integration costs, acquisition transaction-related expenses, non-cash stock compensation expense, refinancing costs, foreign currency transaction gain or loss, payroll withholding taxes related to dividend equivalent payments and stock option exercises, non-service related pension costs, deferred compensation and gain or loss on sale of fixed assets.

#### **Item 7.01. Regulation FD Disclosure.**

On October 29, 2019, TransDigm Group issued a press release (the “Press Release”) relating to the proposed offering of senior subordinated notes (the “Notes”) by TransDigm Inc., its wholly-owned subsidiary, pursuant to a confidential offering memorandum (the “Offering Memorandum”) in a private placement under Rule 144A and Regulation S of the Securities Act of 1933 (the “Securities Act”). A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In the Offering Memorandum, TransDigm Group discloses net sales and EBITDA As Defined of \$4,847 million and \$2,274 million, respectively, for the twelve-month period ended June 29, 2019. Had the acquisition of

Esterline Technologies Corporation (“Esterline”) closed at the beginning of that period, based on management’s estimates, the transactions would have contributed additional net sales and EBITDA As Defined of approximately \$1,417 million and \$229 million, respectively, for the twelve-month period ended June 29, 2019. The reconciliation of net income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined for the twelve-month period ended June 29, 2019 is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. Neither the Press Release nor this Current Report on Form 8-K constitutes an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

TransDigm Group expects to use a portion of the net proceeds of this offering to redeem all of its outstanding 6.000% Senior Subordinated Notes due 2022 (the “2022 notes”). The remaining net proceeds will be used for general corporate purposes, which may include potential future acquisitions, dividends or repurchases under our stock repurchase program.

The information in this Current Report on Form 8-K and in the Press Release shall not be deemed “filed” for purposes of Section 18 of the Exchange Act of 1934 (the “Exchange Act”), nor shall it be deemed incorporated by reference in filings under the Securities Act.

### **NON-GAAP FINANCIAL MEASURES**

This Current Report on Form 8-K contains non-GAAP financial measures such as EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined, none of which are measurements of financial performance under generally accepted accounting principles in the United States (“GAAP”). TransDigm Group defines “EBITDA” as earnings before interest, taxes, depreciation and amortization, “EBITDA As Defined” as EBITDA plus certain non-operating items, refinancing costs, acquisition-related costs, transaction-related costs and non-cash charges incurred in connection with certain employee benefit plans and “Pro Forma EBITDA As Defined” as EBITDA As Defined plus management’s estimates of the impact of the acquisition of Esterline as if such acquisition occurred at the beginning of the twelve-month period ended June 29, 2019. TransDigm Group presents EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined because it believes they are useful indicators for evaluating operating performance and liquidity.

TransDigm Group’s management believes that EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined are useful to investors because they are frequently used by securities analysts, investors and others to measure operating performance among companies with differing capital structures, effective tax rates and tax attributes, capitalized asset values and employee compensation structures, all of which can vary substantially from company to company depending upon, among other things, accounting methods, book value of assets and the method by which assets are acquired. These measures are useful to evaluate TransDigm Group’s business between time periods without regard to items such as interest expense, income tax expense and depreciation and amortization. TransDigm Group also believes EBITDA is useful to investors as a measure of comparative operating performance among companies and between time periods as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance.

TransDigm Group’s management also believes that EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined are useful as indicators of liquidity because securities analysts, investors, rating agencies and others use EBITDA to evaluate a company’s ability to incur and service debt. In addition, EBITDA As Defined is useful to investors because the revolving credit facility under TransDigm Group’s senior secured credit facilities requires compliance under certain circumstances, on a pro forma basis, with a financial covenant that measures the ratio of the amount of TransDigm Group’s total net indebtedness to the amount of its Consolidated EBITDA, defined in substantially the same manner as it defines EBITDA As Defined herein. This financial covenant is a material term of the revolving credit facility under TransDigm Group’s senior secured credit facilities as the failure to comply with such financial covenant could result in an event of default in respect of its senior secured credit facilities (and such an event of default could, in turn, result in an event of default under the indentures governing its notes).

In addition to the above, TransDigm Group's management uses EBITDA As Defined to review and assess the performance of the management team in connection with employee incentive programs and to prepare its annual budget and financial projections. Moreover, TransDigm Group's management uses EBITDA As Defined to evaluate acquisitions.

Although TransDigm Group uses EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined as measures to assess the performance of its business and for the other purposes set forth above, the use of these non-GAAP financial measures as analytical tools has limitations, and you should not consider any of them in isolation, or as a substitute for analysis of TransDigm Group's results of operations as reported in accordance with GAAP. Some of these limitations are:

- none of EBITDA, EBITDA As Defined or Pro Forma EBITDA As Defined reflect the significant interest expense of, or the cash requirements necessary to service interest payments on, TransDigm Group's indebtedness;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, none of EBITDA, EBITDA As Defined or Pro Forma EBITDA As Defined reflect any cash requirements for such replacements;
- the omission of the substantial amortization expense associated with TransDigm Group's intangible assets further limits the usefulness of EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined;
- none of EBITDA, EBITDA As Defined or Pro Forma EBITDA As Defined include the payment of taxes, which is a necessary element of TransDigm Group's operations; and
- EBITDA As Defined and Pro Forma EBITDA As Defined exclude the cash expense we have incurred to integrate acquired businesses into our operations, which is a necessary element of certain of TransDigm Group's acquisitions.

Because of these limitations, EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined should not be considered as measures of discretionary cash available to TransDigm Group to invest in the growth of its business. Management compensates for these limitations by not viewing EBITDA, EBITDA As Defined or Pro Forma EBITDA As Defined in isolation and specifically by using other GAAP measures, such as net income, net sales and operating profit, to measure TransDigm Group's operating performance. None of EBITDA, EBITDA As Defined or Pro Forma EBITDA As Defined is a measurement of financial performance under GAAP, and none should be considered as an alternative to net income or cash flow from operations determined in accordance with GAAP. TransDigm Group's calculation of EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined may not be comparable to the calculation of similarly titled measures reported by other companies.

#### **FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 21E of the Exchange Act and 27A of the Securities Act. When used in this Current Report on Form 8-K, the words "believe," "may," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate" or "continue" and other words and terms of similar meaning are intended to identify forward-looking statements. Although the TransDigm Group believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made in this Current Report on Form 8-K. The more important of such risks and uncertainties are set forth under "Item 1A. Risk Factors" in TransDigm Group's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission ("SEC"). Many such factors are outside the control of TransDigm Group. Consequently, such forward-looking statements should be regarded solely as TransDigm Group's current plans, estimates and beliefs. TransDigm Group does not undertake, and specifically declines, any obligation, to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. All forward-looking statements attributable to TransDigm Group or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

Important factors that could cause actual results to differ materially from the forward-looking statements made in this Current Report on Form 8-K include, but are not limited to: the ability to successfully complete the offerings of the Notes; the sensitivity of TransDigm Group's business to the number of flight hours that its customers' planes spend aloft and our customers' profitability, both of which are affected by general economic conditions; future geopolitical or other worldwide events; cyber-security threats and natural disasters; TransDigm Group's reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete dispositions or acquisitions or successfully integrate acquisitions, including TransDigm Group's acquisition of Esterline; TransDigm Group's indebtedness; potential environmental liabilities; liabilities arising in connection with litigation; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; risks and costs associated with TransDigm Group's international sales and operations; and other factors. Please refer to "Risk Factors" in TransDigm Group's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and other reports that TransDigm Group or its subsidiaries have filed with the SEC for additional information regarding the foregoing factors that may affect TransDigm Group's business.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

The following exhibits are being furnished with this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release</a>
99.2	<a href="#">Reconciliation of Net Income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined for the Twelve-Month Period Ended June 29, 2019</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSDIGM GROUP INCORPORATED

By: /s/ Michael J. Lisman

Name: Michael J. Lisman

Title: Chief Financial Officer

Dated: October 29, 2019



### **TransDigm Group Announces Proposed Private Offering of Senior Subordinated Notes**

CLEVELAND, Oct. 29, 2019 / PRNewswire / — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc., is planning, subject to market and other conditions, to offer senior subordinated notes (the “Notes”) in a private offering that will be exempt from the registration requirements of the Securities Act of 1933 (the “Securities Act”). It is expected that the Notes will be guaranteed, with certain exceptions, by TransDigm Group, TransDigm UK Holdings plc and all of TransDigm Inc.’s existing and future U.S. subsidiaries on a senior subordinated basis.

TransDigm Group intends to use a portion of the net proceeds from the offering of the Notes to redeem all of its outstanding 6.000% senior subordinated notes due 2022. The remaining net proceeds will be used for general corporate purposes, which may include potential future acquisitions, dividends or repurchases under its stock repurchase program.

This is not an offer to sell or the solicitation of an offer to buy any securities. The Notes and related guarantees are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act, applicable state securities or blue sky laws and foreign securities laws.

#### **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.



## Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause TransDigm Group's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: the ability to successfully complete the offering of the Notes; the sensitivity of TransDigm Group's business to the number of flight hours that TransDigm Group's customers' planes spend aloft and TransDigm Group's customers' profitability, both of which are affected by general economic conditions; future geopolitical or other worldwide events; cyber-security threats and natural disasters; TransDigm Group's reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete dispositions or acquisitions or successfully integrate acquisitions, including TransDigm Group's acquisition of Esterline; TransDigm Group's indebtedness; potential environmental liabilities; liabilities arising in connection with litigation; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; risks and costs associated with TransDigm Group's international sales and operations; and other factors. Further information regarding the important factors that could cause actual results to differ materially from projected results can be found in TransDigm Group's Annual Report on Form 10-K and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission. Except as required by law, TransDigm Group undertakes no obligation to revise or update any forward-looking statements contained in this press release.

**Contact:** Investor Relations  
216-706-2945  
ir@transdigm.com

**Reconciliation of Net Income to EBITDA, EBITDA As Defined and  
Pro Forma EBITDA As Defined for the Twelve-Month Period Ended June 29, 2019**

EBITDA represents earnings from continuing operations before interest, taxes, depreciation and amortization. EBITDA As Defined represents EBITDA plus, as applicable for each relevant period, certain adjustments as set forth in the reconciliation of net income to EBITDA and EBITDA As Defined and the reconciliation of net cash provided by operating activities to EBITDA and EBITDA As Defined presented below. Pro Forma EBITDA As Defined (for the twelve-month period ended June 29, 2019) represents EBITDA As Defined plus management's estimates of the impact of the acquisition Esterline Technologies Corporation ("Esterline") had such transaction occurred at the beginning of the twelve-month period ended June 29, 2019.

The following sets forth a reconciliation of net income to EBITDA, EBITDA As Defined and Pro Forma EBITDA As Defined:

	<u>Twelve-Month Period Ended June 29, 2019</u>
Net income	\$ 772,047
<b>Less:</b>	
Loss from discontinued operations, net of tax (a)	(1,531)
Income from continuing operations	773,578
<b>Add:</b>	
Depreciation and amortization	181,854
Interest expense, net	787,933
Income tax provision	230,754
EBITDA	1,974,119
<b>Adjustments:</b>	
Inventory purchase accounting adjustments (b)	113,263
Acquisition integration costs (c)	56,437
Acquisition transaction-related expenses (d)	28,261
Non-cash stock and deferred compensation expense (e)	92,152
Refinancing costs (f)	4,026
Other, net (g)	5,946
EBITDA As Defined	\$ 2,274,204
Pro forma adjustments (h)	\$ 228,561
Pro forma EBITDA As Defined	\$ 2,502,765

- (a) During the fourth quarter of fiscal 2017, we committed to disposing of Schroth in connection with the settlement of a Department of Justice investigation into the competitive effects of the acquisition. Therefore, Schroth was classified as held-for-sale beginning September 30, 2017. On January 26, 2018, we completed the sale of Schroth in a management buyout to a private equity fund and certain members of Schroth management for approximately \$61.4 million, which includes a working capital adjustment of \$0.3 million that was settled in July 2018.
- (b) Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold.
- (c) Represents costs incurred to integrate acquired businesses and product lines into TransDigm Group Incorporated's operations, facility relocation costs and other acquisition-related costs.
- (d) Represents transaction-related costs comprising deal fees; legal, financial and tax due diligence expenses; and valuation costs that are required to be expensed as incurred.
- (e) Represents the compensation expense recognized by TransDigm Group Incorporated under its stock incentive plans.
- (f) Represents costs expensed related to debt financing activities, including new issuances, extinguishments, refinancings and amendments to existing agreements.
- (g) Primarily represents foreign currency transaction gain or loss, payroll withholding taxes on dividend equivalent payments and stock option exercises, non-service related pension costs and gain or loss on sale of fixed assets.
- (h) Represents management's estimates of the impact of the acquisition of Esterline had such acquisition occurred at the beginning of the twelve-month period ended June 29, 2019.