

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TD Group Holdings, LLC</u>  (Last) (First) (Middle) <u>C/O WARBURG PINCUS LLC</u> <u>466 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10017</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2009</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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, par value \$0.01 per share <sup>(1)</sup>	03/23/2009		j <sup>(1)</sup>		1,351,183	D	\$0 <sup>(1)</sup>	7,332,018	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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
TD Group Holdings, LLC  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
466 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WARBURG PINCUS PRIVATE EQUITY VIII L P  
 (Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
466 LEXINGTON AVENUE  
 (Street)  
NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WARBURG PINCUS & CO  
 (Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
466 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WARBURG PINCUS LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
466 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Warburg Pincus Partners LLC

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
466 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. See Exhibit 99.1.

**Remarks:**

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Names and Addresses Exhibit 99.3 - Joint Filers' Signatures

TD GROUP HOLDINGS,  
LLC By: Warburg Pincus  
Private Equity VIII, L.P., its  
Managing Member By:  
Warburg Pincus Partners, LLC, 03/24/2009  
its General Partner By:  
Warburg Pincus & Co., its  
Managing Member /s/ Scott A.  
Arenare (Partner).

\*\* 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.

Designated Filer: TD Group Holdings, LLC  
Issuer & Ticker Symbol: TransDigm Group  
Incorporated [TDG]  
Date of Event Requiring Statement: March 23, 2009

### **Explanation of Responses**

Prior to the transaction reported herein, TD Group Holdings, LLC ("TD LLC") owned an aggregate of 8,683,201 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of TransDigm Group Incorporated (the "Company"). Pursuant to the Limited Liability Company Agreement of TD LLC, on the first business day following the three year anniversary of the initial public offering of the Company's Common Stock, TD LLC is required to dissolve and distribute all shares of Common Stock held by it to its members. In lieu of the dissolution of TD LLC, on March 23, 2009, TD LLC entered into a Redemption Agreement (the "Redemption Agreement") with all of its members other than Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, including two affiliated partnerships ("WP VIII") (collectively, the "Redeemed Members"). Under the Redemption Agreement, each Redeemed Member redeemed all of its membership interests in TD LLC in exchange for a number of shares of Common Stock that corresponded to such Redeemed Member's pro rata economic interest in TD LLC (the "Redemption"). Other than the shares transferred to the Redeemed Members, neither TD LLC nor WP VIII sold or otherwise transferred any shares of Common Stock in connection with the Redemption. In addition, as a result of the Redemption, WP VIII is the sole remaining member of TD LLC. The Redeemed Members are AlpInvest Partners CS Investments 2003 C.V., AlpInvest Partners Later Stage Co-Investments Custodian II, B.V., A.S.F. Co-Investment Partners II, L.P., ML TD Holdings, LLC and Teachers Insurance and Annuity Association of America.

WP VIII is the sole member of TD LLC after giving effect to the Redemption. Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners LLC"), a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC" and together with WP, WP VIII and WP Partners LLC, the "Warburg Pincus Entities"). WP Partners LLC, WP and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the Common Stock held by TD LLC. WP Partners LLC, WP and WP LLC disclaim beneficial ownership of all Common Stock held by TD LLC except to the extent of any pecuniary interest therein. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Pincus Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all Common Stock held by TD LLC except to the extent of any pecuniary interest therein. The address of the Warburg Pincus Entities is 466 Lexington Avenue, New York, New York 10017.

Designated Filer: TD Group Holdings, LLC  
Issuer & Ticker Symbol: TransDigm Group  
Incorporated [TDG]  
Date of Event Requiring Statement: March 23, 2009

**JOINT FILERS' NAMES AND ADDRESSES**

1. Name: TD Group Holdings, LLC  
Address: c/o Warburg Pincus LLC  
466 Lexington Avenue  
New York, NY 10017
  2. Name: Warburg Pincus Private Equity VIII, L.P.  
Address: c/o Warburg Pincus LLC  
466 Lexington Avenue  
New York, NY 10017
  3. Name: Warburg Pincus & Co.  
Address: c/o Warburg Pincus LLC  
466 Lexington Avenue  
New York, NY 10017
  4. Name: Warburg Pincus LLC  
Address: 466 Lexington Avenue  
New York, NY 10017
  5. Name: Warburg Pincus Partners, LLC  
Address: 466 Lexington Avenue  
New York, NY 10017
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## JOINT FILERS' SIGNATURES

Designated Filer: TD Group Holdings, LLC  
Issuer & Ticker Symbol: TransDigm Group  
Incorporated [TDG]  
Date of Event Requiring Statement: March 23, 2009

TD GROUP HOLDINGS, LLC  
By: Warburg Pincus Private Equity VIII, L.P., its Managing Member  
By: Warburg Pincus Partners, LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Dated: 3/24/09  
Name: Scott A. Arenare  
Title: Partner

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.  
By: Warburg Pincus Partners, LLC, its General Partner  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Dated: 3/24/09  
Name: Scott A. Arenare  
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare Dated: 3/24/09  
Name: Scott A. Arenare  
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare Dated: 3/24/09  
Name: Scott A. Arenare  
Title: Managing Director

WARBURG PINCUS PARTNERS, LLC  
By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare Dated: 3/24/09  
Name: Scott A. Arenare  
Title: Partner

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