

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>05/28/2009</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 ⁽¹⁾	05/28/2009		j ⁽¹⁾		2,082,582	D	\$0 ⁽¹⁾	5,249,436	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
Sole Member By: Warburg
Pincus Partners, LLC, its 05/29/2009
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: May 28, 2009

Explanation of Responses

Prior to the transaction reported herein, TD Group Holdings, LLC ("TD LLC") owned an aggregate of 7,332,018 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of TransDigm Group Incorporated (the "Company"). On May 28, 2009, TD LLC distributed an aggregate of 2,082,582 shares of Common Stock to its sole member, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, including two affiliated partnership ("WP VIII"), with no consideration being paid to TD LLC in connection therewith (the "TD Distribution"). Immediately following the completion of the TD Distribution, WP VIII distributed the 2,082,582 shares of the Common Stock received by it in connection with the TD Distribution to its partners on a pro rata basis with no consideration being paid to WP VIII in connection therewith.

WP VIII is the sole member of TD LLC. 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: May 29, 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: May 29, 2009

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

By: /s/ Scott A. Arenare Dated: 5/29/09
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: 5/29/09
Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare Dated: 5/29/09
Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare Dated: 5/29/09
Name: Scott A. Arenare
Title: Managing Director

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

By: /s/ Scott A. Arenare Dated: 5/29/09
Name: Scott A. Arenare
Title: Partner
