

| 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* Valladares Jorge (Last) (First) (Middle) 35 NORTH LAKE AVE SUITE 920 (Street) PASADENA CA 91101 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] | 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) 02/26/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |
| Rule 10b5-1(c) Transaction Indication <input 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. | | |

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 | 02/26/2024 | | M | | 9,476 | A | \$226.34 | 20,476 | D | |
| Common Stock | 02/26/2024 | | S | | 1,541 | D | \$1,188.3578 ⁽¹⁾ | 18,935 | D | |
| Common Stock | 02/26/2024 | | S | | 1,612 | D | \$1,190.3801 ⁽²⁾ | 17,323 | D | |
| Common Stock | 02/26/2024 | | S | | 2,385 | D | \$1,191.5994 ⁽³⁾ | 14,938 | D | |
| Common Stock | 02/26/2024 | | S | | 635 | D | \$1,192.2161 ⁽⁴⁾ | 14,303 | D | |
| Common Stock | 02/26/2024 | | S | | 738 | D | \$1,193.4799 ⁽⁵⁾ | 13,565 | D | |
| Common Stock | 02/26/2024 | | S | | 2,335 | D | \$1,194.9907 ⁽⁶⁾ | 11,230 | D | |
| Common Stock | 02/26/2024 | | S | | 230 | D | \$1,195.6597 ⁽⁷⁾ | 11,000 | D | |
| Common Stock | 02/26/2024 | | M | | 2,427 | A | \$226.34 | 2,427 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 403 | D | \$1,188.3497 ⁽¹⁾ | 2,024 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 412 | D | \$1,190.3771 ⁽²⁾ | 1,612 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 597 | D | \$1,191.5918 ⁽³⁾ | 1,015 | I | The Hailey Valladares Gift Trust dated October 30, 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 | 02/26/2024 | | S | | 162 | D | \$1,192.2173 ⁽⁴⁾ | 853 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 186 | D | \$1,193.4821 ⁽⁵⁾ | 667 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 599 | D | \$1,194.9905 ⁽⁶⁾ | 68 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 68 | D | \$1,195.6685 ⁽⁷⁾ | 0 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | M | | 2,427 | A | \$226.34 | 2,427 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 397 | D | \$1,188.3564 ⁽¹⁾ | 2,030 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 414 | D | \$1,190.3811 ⁽²⁾ | 1,616 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 612 | D | \$1,191.6002 | 1,004 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 156 | D | \$1,192.2155 | 848 | I | The Isabella Valladares Gift Trust dated October 30, 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 | 02/26/2024 | | S | | 775 | D | \$1,194.6239 | 73 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Common Stock | 02/26/2024 | | S | | 73 | D | \$1,195.6089 | 0 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |

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 | Amount or Number of Shares | | | | |
| Stock Option | \$226.34 | 02/26/2024 | | M | | 9,476 | | 09/30/2016 | 11/06/2025 | Common Stock | 9,476 | \$0 | 6,924 | D | |
| Stock Option | \$226.34 | 02/26/2024 | | M | | 2,427 | | 09/30/2016 | 11/05/2025 | Common Stock | 2,427 | \$0 | 1,773 | I | The Isabella Valladares Gift Trust dated October 30, 2020 |
| Stock Option | \$226.34 | 02/26/2024 | | M | | 2,427 | | 09/30/2016 | 11/05/2025 | Common Stock | 2,427 | \$0 | 1,773 | I | The Hailey Valladares Gift Trust dated October 30, 2020 |

Explanation of Responses:

- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,188.0000 - \$1,188.9600. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,190.0000 - \$1,190.9800. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,191.0300 - \$1,192.0150. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,192.0200 - \$1,192.9900. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,193.1500 - \$1,194.0200. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,194.2200 - \$1,195.1925. 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 sold at each separate price.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,195.3850 - \$1,195.8350. 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 sold at each separate price.

/s/ Gabrielle Feuer as attorney- 02/28/2024
in-fact

** 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.