

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): **May 21, 2007**

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

333-130483

(Commission File Number)

51-0484716

(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio 44114
(216) 706-2939

(Address of principal executive offices and telephone number)

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))

Item 8.01 Other Events

On May 21, 2007, TransDigm Group Incorporated (the “Company”) issued a press release announcing the pricing of a secondary offering of shares of its common stock by certain selling stockholders (the “Offering”). A copy of the press released is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On May 25, 2007, the Company issued a press release announcing the completion of the Offering and the exercise of the over-allotment option by the underwriters in connection therewith. A copy of the press released is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Upon the closing of the Offering, the Company ceased to be a “controlled company” within the meaning of the New York Stock Exchange (the “NYSE”) rules. As a result, in accordance with NYSE rules, the Company intends to phase in the independence requirements relating to its Board of Directors (the “Board”) and the Compensation Committee and the Nominating and Corporate Governance Committee of the Board. In furtherance of the foregoing, upon the closing of the Offering, Kewsong Lee resigned from the Nominating and Corporate Governance Committee of the Board. However, Mr. Lee continues to serve on the Board. In addition, upon the closing of the Offering, Dudley Sheffler was appointed to the Compensation Committee of the Board, and Douglas Peacock was appointed to the Nominating and Corporate Governance Committee of the Board. Messrs. Sheffler and Peacock are “independent” within the meaning of Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended, and the rules of the NYSE.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

99.1 Press Release of TransDigm Group Incorporated dated May 21, 2007.

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.

Dated: May 25, 2007

TRANSDIGM GROUP INCORPORATED

By: /s/ GREGORY RUFUS

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial Officer and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of TransDigm Group Incorporated dated May 21, 2007.
99.2	Press Release of TransDigm Group Incorporated dated May 25, 2007.

**TRANSDIGM GROUP ANNOUNCES PRICING
OF SECONDARY OFFERING OF COMMON STOCK**

CLEVELAND, May 21/PRNewswire-FirstCall/ — TransDigm Group Incorporated (NYSE: TDG — News), a leading global designer, producer and supplier of highly engineered aircraft components, today announced the pricing of its secondary offering of 10,000,000 shares of its common stock at \$35.25 per share. All of the shares of common stock are being offered by stockholders of TransDigm Group, including members of senior management and an entity controlled by Warburg Pincus Private Equity VIII, L.P. TransDigm Group will not receive any proceeds from the offering of the shares of common stock. In addition, the selling stockholders have granted the underwriters a 30-day over-allotment option to purchase an additional 1,500,000 shares. The offering is expected to close on or about May 25, 2007, subject to customary closing conditions.

Credit Suisse Securities (USA) LLC, Banc of America Securities LLC and Lehman Brothers Inc. are acting as joint lead bookrunners for the offering and UBS Investment Bank is acting as a co-manager for the offering.

A registration statement relating to this offering was filed with and declared effective by the Securities and Exchange Commission. The offering is being made solely by means of a prospectus. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, and there shall not be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. A copy of the final prospectus relating to the offering may be obtained from: Credit Suisse, Prospectus Department, One Madison Avenue, New York, NY 10010 (telephone: 212-325-2580) or by faxing requests to 212-325-8057; Banc of America Securities LLC, Capital Markets Operations, 100 West 33rd Street, 3rd Floor, New York, NY 10001 or by emailing dg.prospectus_distribution@bofasecurities.com; or Lehman Brothers Inc., care of Qiana Smith, Broadridge, 1155 Long Island Avenue, Edgewood, NY 11717, (telephone: 631-274-2635), by faxing requests to 631-254-7268, or by emailing Qiana.Smith@Broadridge.com.

About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, including TransDigm Inc., 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 ignition systems and components, gear pumps, mechanical/electro-mechanical actuators and controls, NiCad batteries/chargers, power conditioning devices, hold-open rods and locking devices, engineered connectors, engineered latches and cockpit security devices, lavatory hardware and components, specialized AC/DC electric motors, aircraft audio systems, specialized cockpit displays and specialized valving.

Safe Harbor for Forward-Looking and Cautionary Statements

Statements in this press release which are not historical facts are forward-looking statements under the provisions of the Private Securities Litigation Reform Act of 1995, including expectations of future performance, profitability, growth and earnings. All statements other than statements of historical fact that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements, including, in particular, statements about the anticipated closing date of the secondary offering of common stock. We have identified some of these forward-looking statements with words like “believe,” “may,” “will,” “should,” “expect,” “intend,” “plan,” “predict,” “anticipate,” “estimate” or “continue” and other words and terms of similar meaning. All forward-looking statements involve risks and uncertainties which could affect TransDigm Group’s actual results and could cause its actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: future terrorist attacks; a decrease in flight hours and our customers’ profitability, both of which are impacted by general economic conditions; our substantial indebtedness; our reliance on certain customers; our fixed price contracts; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; the pricing review to which certain of our divisions and subsidiaries have been subject; failure to complete or successfully integrate acquisitions; future sales of common stock in the market caused by the substantial amount of stock held by affiliates; 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 Registration Statement on Form S-3 that has been declared effective by the Securities and Exchange Commission and in the other reports that TransDigm Group has filed with the Securities and Exchange Commission. Except as required by law, TransDigm Group undertakes no obligation to revise or update the forward-looking statements contained in this press release.

Contact: Sean Maroney
Investor Relations
(216) 706-2945
ir@transdigm.com

**TRANSDIGM GROUP ANNOUNCES COMPLETION
OF SECONDARY OFFERING OF COMMON STOCK
AND EXERCISE OF OVER-ALLOTMENT OPTION**

CLEVELAND, May 25/PRNewswire-FirstCall/ — TransDigm Group Incorporated (NYSE: TDC), a leading global designer, producer and supplier of highly engineered aircraft components, today announced the completion of the secondary offering of 11,500,000 shares of its common stock (including shares of common stock sold in connection with the exercise of the underwriters' over-allotment option) at \$35.25 per share. All of the shares of common stock were sold by stockholders of TransDigm Group, including members of senior management and an entity controlled by Warburg Pincus Private Equity VIII, L.P. TransDigm Group did not receive any proceeds from the offering of the shares of common stock. In connection with the closing of the offering, the underwriters exercised in full the over-allotment option granted to them by the selling stockholders.

Credit Suisse Securities (USA) LLC, Banc of America Securities LLC and Lehman Brothers Inc. acted as joint lead bookrunners for the offering and UBS Investment Bank acted as a co-manager for the offering.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, and there shall not be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. A copy of the final prospectus relating to the offering may be obtained from: Credit Suisse, Prospectus Department, One Madison Avenue, New York, NY 10010 (telephone: 212-325-2580) or by faxing requests to 212-325-8057; Banc of America Securities LLC, Capital Markets Operations, 100 West 33rd Street, 3rd Floor, New York, NY 10001 or by emailing dg.prospectus_distribution@bofasecurities.com; or Lehman Brothers Inc., care of Qiana Smith, Broadridge, 1155 Long Island Avenue, Edgewood, NY 11717, (telephone: 631-274-2635), by faxing requests to 631-254-7268, or by emailing Qiana.Smith@Broadridge.com.

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