
**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 14, 2014

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)

(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 (see General Instruction A.2. below):

- 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) On October 13, 2014, TransDigm announced the retirement of Raymond F. Laubenthal as Chief Operating Officer of the Company. Mr. Laubenthal will start to transition his responsibilities effective October 20, 2014 but will stay on with the Company for a transition period, no later than December 31, 2014, unless the parties mutually agree.

On October 13, 2014, TransDigm announced the hiring of Kevin Stein, age 48, as Chief Operating Officer of the Company's Power Group. Mr. Stein will commence employment on October 20, 2014. Mr. Stein was most recently the Executive Vice President of Precision Castparts Corporation (NYSE: PCP) and President of its \$1.5 billion revenue multi-unit Aerospace Structural Casting and Ring Forging business segment. Prior to that, he was President of the PCP \$1.5 billion of revenue multi-unit Aerospace Fastener business. Prior to PCP, Kevin was President of the Cooper Industries Bussman division and General Manager of Tyco Electronics Raychem circuit protection business.

The Company expects to enter into a five-year employment agreement with Mr. Stein on terms similar to those of other executive officers of the Company. The following material terms have already been agreed to between the Company and Mr. Stein and will be included in Mr. Stein's employment agreement. Mr. Stein's annual base salary is \$585,000. In addition, Mr. Stein is entitled to participate in the Company's annual cash bonus plan with a target bonus of 80% of his base salary, stock option plan and the other employee benefit plans, programs and arrangements that the Company may maintain from time to time for its senior officers. Mr. Stein will receive a grant of stock options expected to be valued at approximately \$13,000,000 on a Black Scholes basis when the Compensation Committee grants options to other employees in November 2014. Mr. Stein will be required to hold stock or vested in-the-money options, with a value of at least \$3,250,000, at least half of which must be held in stock. Mr. Stein will also receive a grant of 13,000 shares of restricted stock that will vest evenly over three years on December 31 of each year. In addition to customary termination provisions, Mr. Stein's employment agreement will also provide that he may terminate for good reason in the event that Mr. Stein is not appointed Chief Executive Officer of the Company by December 31, 2017 or such later date as the Company and Mr. Stein mutually agree. In such event, Mr. Stein will receive severance in the amount of 1.5 times his salary plus target bonus.

Also on October 13, 2014, TransDigm announced the promotion of Robert Henderson, age 58, to Chief Operating Officer of the Company's Airframe Group. Mr. Henderson's new responsibilities will commence on October 20, 2014. Mr. Henderson has been an Executive Vice President of the Company since 2005 and was President of the Company's AdelWiggins Group division from 1999 to 2008. Prior to that, Mr. Henderson was President of Marathon Power Systems (now known as MarathonNorco Aerospace, Inc.), a subsidiary of the Company.

Item 7.01 Regulation FD Disclosure.

On October 13, 2014, the Company issued a press release announcing the retirement of Raymond F. Laubenthal as Chief Operating Officer of the Company and naming Messrs. Kevin Stein and Robert Henderson as his successors and issued a press release announcing the hiring of Mr. Stein. A copy of the press releases are furnished with this Report as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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| Exhibit 10.1 | Press Release relating to the retirement of Mr. Laubenthal |
| Exhibit 10.2 | Press Release relating to the appointment of Mr. Stein |

SIGNATURES

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/ Gregory Rufus

Gregory Rufus

Executive Vice President, Chief Financial
Officer and Secretary

Date: October 14, 2014



**TransDigm Announces Retirement of President and Chief Operating Officer
Raymond F. Laubenthal and Revised Senior Operating Management Responsibilities**

CLEVELAND, October 13, 2014 /PRNewswire/ — TransDigm Group Incorporated (NYSE: TDG) today announced the retirement of President and Chief Operating Officer Raymond F. Laubenthal. To ensure a smooth transition, Mr. Laubenthal will stay on with TransDigm for a transition period expected to be through December 31, 2014. The Board intends to appoint Mr. Laubenthal as an additional member of the Board of Directors of the Company following his retirement.

The operational responsibilities for TransDigm's business groups previously held by Mr. Laubenthal will be divided between two executives. Robert Henderson will be the Chief Operating Officer — Airframe Group and Kevin Stein will be the Chief Operating Officer — Power Group.

Robert Henderson, the new COO of the Company's Airframe business group, has been a key member of the TransDigm management team for the last 20 years. He has also been a significant partner in the Company's growth and brings a unique understanding of TransDigm's culture, history and value creation process. Mr. Henderson has been closely involved in most major decisions and activities at TransDigm for many years. He has been an Executive Vice President for the last nine years and responsible for a broad range of the Company's businesses. He has overseen the integration of numerous acquisitions over that period. Prior to that, Mr. Henderson was President of AdelWiggins Group and President of Marathon Power Systems, both stand-alone business units of TransDigm.

Kevin Stein, the new COO of the Company's Power business group, joins TransDigm after five years as an Executive Vice President of Precision Castparts Corporation (NYSE: PCP). Mr. Stein was most recently Executive Vice President of PCP and President of the \$1.5 billion revenue multi-unit Aerospace Structural Casting and Ring Forging business segment. Prior to that he was President of the \$1.5 billion revenue multi-unit PCP Aerospace Fastener business. Mr. Stein's prior experiences included President of the Cooper Industries Bussman circuit protection and power conditioning business, and General Manager of the Tyco Electronics Raychem circuit protection business.

W. Nicholas Howley, Chairman and Chief Executive Officer of TransDigm Group Incorporated, stated, "Ray has been an integral part of the long-term value creation at TransDigm and one of my key partners in building TransDigm to the business it is today. He has been a key contributor and/or participant in most major activities and decisions over the last 21 years. During Ray's tenure as COO, the Company has made and integrated approximately 24 acquisitions and increased both revenues and EBITDA by over six times — a truly outstanding job. We look forward to having Ray continue to contribute to the growth of TransDigm as a member of the Company's Board."

Mr. Howley further stated, “Bob and Kevin bring a unique mix of experience in a broad range of aerospace businesses to their new roles. They are both experienced senior executives with proven records of successfully operating and integrating engineered aerospace businesses. When combined with our strong cadre of long experienced group executives and operating unit presidents, I’m confident that they will continue to create the kind of value that has been the long-term hallmark of TransDigm.”

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, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces, lighting and control technology and military personnel parachutes and cargo delivery systems.

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TransDigm Announces the Hiring of Kevin Stein as Chief Operating Officer of Power Group

CLEVELAND, October 13, 2014 /PRNewswire/ — TransDigm Group Incorporated (NYSE: TDG) today announced that it has hired Kevin Stein as Chief Operating Officer of its Power Group. TransDigm's Power business group makes up roughly half of the Company's revenues and a modestly higher portion of its EBITDA As Defined.

Mr. Stein was most recently the Executive Vice President of Precision Castparts Corporation (NYSE: PCP) and President of its \$1.5 billion revenue multi-unit Aerospace Structural Casting and Ring Forging business segment. Prior to that, he was President of the PCP \$1.5 billion of revenue multi-unit Aerospace Fastener business. Prior to PCP, Kevin was President of the Cooper Industries Bussman division and General Manager of Tyco Electronics Raychem circuit protection business.

Kevin has a Bachelor of Science in Chemistry from Hobart College (1988) and both a Master of Science (1991) in Chemistry and a Ph.D. (1996) in Inorganic Chemistry from Stanford University.

Kevin and his wife Kristen and two sons will be moving to Cleveland in the near future.

W. Nicholas Howley, Chairman and Chief Executive of TransDigm Group Incorporated, stated, "We are truly fortunate to have attracted a senior aerospace executive of Kevin's caliber. He has an extensive background in managing decentralized, niche engineered businesses in a value focused culture. With his experience across the aerospace industry, niche engineered products, acquisition integration, and technology, we anticipate he will be a strong and quick contributor to our value creation efforts. Kevin is a good cultural fit with the TransDigm organization and I'm pleased to have him as part of our senior executive team."

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, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces, lighting and control technology and military personnel parachutes and cargo delivery systems.

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