

**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): April 17, 2020

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)

Not Applicable
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:
Common Stock, \$0.01 par value

Trading Symbol:
TDG

Name of each exchange on which registered:
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

Issuance of Notes

On April 17, 2020, TransDigm Inc. (“TransDigm”), a wholly-owned subsidiary of TransDigm Group Incorporated (“TD Group”), issued an additional \$400 million in aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “New Notes”) at an issue price of 101% of the principal amount thereof in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933 (the “Securities Act”) and to persons outside the United States under Regulation S under the Securities Act.

The New Notes are an additional issuance of the Company’s existing 6.25% Senior Secured Notes due 2026 and were issued pursuant to the indenture dated as of February 13, 2019 (as amended, the “Base Indenture”), as supplemented by a third supplemental indenture dated as of April 17, 2020 (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), in each case among TransDigm, as issuer, TD Group, TransDigm UK Holdings plc (“TD UK”) and the subsidiaries of TransDigm named therein as guarantors, The Bank of New York Mellon Trust Company, N.A., as trustee and US collateral agent, and The Bank of New York Mellon, as UK collateral agent, pursuant to which the Company previously issued \$4,000 million aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “Initial Notes” and together with the New Notes, the “Notes”). The New Notes, together with the Initial Notes, are treated as a single class for all purposes under the Indenture. The New Notes are of the same class and series as, and otherwise identical to, the Initial Notes other than with respect to the date of issuance and issue price. The Notes are secured by a first-priority security interest in substantially all the assets of TransDigm, TD Group, TD UK and each other guarantor on an equal and ratable basis with any other existing and future senior secured debt, including indebtedness under TransDigm’s senior secured credit facilities and 8.00% Senior Secured Notes due 2025 (the “2025 Secured Notes”).

The Notes bear interest at the rate of 6.25% per annum, which accrues from March 15, 2020 and is payable in arrears on March 15 and September 15 of each year, commencing on September 15, 2020. The Notes mature on March 15, 2026, unless earlier redeemed or repurchased, and are subject to the terms and conditions set forth in the Indenture.

TransDigm may redeem some or all of the Notes at the redemption prices and on the terms specified in the Indenture. If TD Group or TransDigm experiences specific kinds of changes in control or TD Group or any of its restricted subsidiaries sells certain of its assets, then TransDigm must offer to repurchase the Notes on the terms set forth in the Indenture.

The Notes are senior secured obligations of TransDigm and rank equally in right of payment with all of TransDigm’s existing and future senior secured debt, including indebtedness under TransDigm’s existing senior secured credit facilities and 2025 Secured Notes, and will be senior in right of payment to all of TransDigm’s existing and future senior subordinated debt, including TransDigm’s and TD UK’s outstanding senior subordinated notes. The Notes are guaranteed on a senior secured basis by TD Group, TD UK and TransDigm’s wholly-owned US subsidiaries named in the Indenture. The guarantees of the Notes rank equally in right of payment with all of TransDigm’s existing and future senior secured debt and will be senior in right of payment to all of TransDigm’s existing and future senior subordinated debt. The Notes are structurally subordinated to all of the liabilities of TransDigm’s non-guarantor subsidiaries.

The Indenture contains certain covenants that, among other things, limit TransDigm’s ability, and the ability of certain of its subsidiaries, to incur or guarantee additional indebtedness or issue preferred stock, pay distributions on, redeem or repurchase capital stock or redeem or repurchase subordinated debt, make certain investments, engage in certain transactions with affiliates, consummate certain assets sales, effect a consolidation or merger, or sell, transfer, lease or otherwise dispose of all or substantially all assets, incur or suffer to exist liens securing indebtedness and engage in certain business activities. The Indenture contains events of default customary for agreements of its type (with customary grace periods, as applicable) and provides that, upon the occurrence of an event of default arising from certain events of bankruptcy or insolvency with respect to TD Group or TransDigm, all outstanding Notes will become due and payable immediately without further action or notice. If any other type of event of default occurs and is continuing, then the trustee or the holders of at least 25% in principal amount of the then outstanding Notes of a particular series may declare all Notes of such series to be due and payable immediately.

The above summary of the Indenture is qualified in its entirety by reference to the Base Indenture, which is attached hereto as Exhibit 4.1, and the Supplemental Indenture, which is attached hereto as Exhibit 4.3, each of which is incorporated herein by reference.

Item 2.03. Financial Statements and Exhibits.

The information set forth in Item 1.01 is incorporated herein by reference into this Item 2.03.

Item 7.01. Regulation FD Disclosure.

On April 17, 2020, TD Group issued a press release (the “Press Release”) announcing that TransDigm had successfully completed the previously announced private offering of the New Notes. A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K and in the Press Release shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Indenture, dated as of February 13, 2019, among TransDigm Inc., as issuer, TransDigm Group Incorporated, as a guarantor, the subsidiary guarantors party thereto, The Bank of New York Mellon Trust Company, N.A., as trustee and US collateral agent, and The Bank of New York Mellon, as UK collateral agent, relating to TransDigm Inc.’s 6.25% Senior Secured Notes due 2026 (incorporated by reference to TransDigm Group Incorporated’s Form 8-K, filed February 13, 2019 (File No. 001-32833)).
4.2	Form of 6.25% Senior Secured Notes due 2026 (included in Exhibit 4.1).
4.3	Third Supplemental Indenture, dated as of April 17, 2020, among TransDigm Inc., TransDigm Group Incorporated, the subsidiary guarantors party thereto, The Bank of New York Mellon Trust Company, N.A., as trustee and US collateral agent, and The Bank of New York Mellon, as UK collateral agent, relating to TransDigm Inc.’s 6.25% Senior Secured Notes due 2026.
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

THIRD SUPPLEMENTAL INDENTURE

Dated as of April 17, 2020

by and among

TRANSDIGM INC.,

TRANSDIGM GROUP INCORPORATED,

THE GUARANTORS NAMED HEREIN,

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,

as Trustee and US Collateral Agent

and

THE BANK OF NEW YORK MELLON,

as UK Collateral Agent

to the

INDENTURE

Dated as of February 13, 2019

by and among

TRANSDIGM, INC.

TRANSDIGM GROUP INCORPORATED,

THE GUARANTORS NAMED THEREIN,

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,

as Trustee and US Collateral Agent

and

THE BANK OF NEW YORK MELLON,

as UK Collateral Agent

Additional \$400,000,000 6.25% Senior Secured Notes due 2026 of TransDigm Inc.

This **THIRD SUPPLEMENTAL INDENTURE** (this “*Supplemental Indenture*”) dated as of April 17, 2020, among TransDigm Inc., a Delaware corporation (the “*Company*”), TransDigm Group Incorporated, a Delaware corporation (“*Holdings*”), the Guarantors party hereto (the “*Guarantors*”), The Bank of New York Mellon Trust Company, N.A., a national banking association, as trustee (the “*Trustee*”) and a notes collateral agent (the “*US Collateral Agent*”), and The Bank of New York Mellon, as a notes collateral agent (the “*UK Collateral Agent*”; each of the US Collateral Agent and the UK Collateral Agent, individually, a “*Notes Collateral Agent*” and, collectively, the “*Notes Collateral Agents*”).

RECITALS

WHEREAS, the Company, Holdings, certain of the Guarantors, the Trustee and the Notes Collateral Agents have heretofore executed and delivered an Indenture dated as of February 13, 2019 (as amended or supplemented from time to time prior to the date hereof, the “*Base Indenture*” and such date, the “*Original Issue Date*”), providing for the issuance on such date by the Company of \$3,800,000,000 aggregate principal amount of the Company’s 6.25% Senior Secured Notes due 2026 (the “*Initial Notes*”);

WHEREAS, the Company, Holdings, certain of the Guarantors, the Trustee and the Notes Collateral Agents have heretofore executed and delivered a First Supplemental Indenture dated as of March 29, 2019 and a Second Supplemental Indenture dated as of September 24, 2019, in each case providing for certain guarantees of the Notes;

WHEREAS, Section 2.14 of the Base Indenture provides, among other things, that the Company may issue, in accordance with the terms of the Base Indenture, Additional Notes under the Base Indenture with identical terms as the Initial Notes issued on the Original Issue Date, other than with respect to the date of issuance and issue price;

WHEREAS, certain duly authorized Officers of the Company have heretofore executed and delivered to the Trustee an Officers’ Certificate dated as of the Original Issue Date establishing the terms of an additional \$200,000,000 aggregate principal amount of the Company’s 6.25% Senior Secured Notes due 2026 (the “*February 2019 Additional Notes*” and, together with the Initial Notes, the “*Existing Notes*”) in accordance with Section 2.14 of the Base Indenture;

WHEREAS, the Company, Holdings and the Guarantors have entered into that certain Purchase Agreement dated as of April 13, 2020, among themselves and Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, as representatives of the several initial purchasers named in Schedule A thereto, pursuant to which, among other things, on the date hereof, the Company will issue an additional \$400,000,000 of 6.25% Senior Secured Notes due 2026 as Additional Notes (the “*April 2020 Additional Notes*”);

WHEREAS, the April 2020 Additional Notes will have identical terms and conditions as the Initial Notes and the February 2019 Additional Notes, other than with respect to the date of issuance, issue price and the date from which interest will accrue;

WHEREAS, certain duly authorized Officers of the Company have heretofore executed and delivered to the Trustee an Officers’ Certificate (the “*April 2020 Additional Notes Certificate*”) establishing the terms of the April 2020 Additional Notes in accordance with Section 2.14 of the Base Indenture;

WHEREAS, the Company intends by this Supplemental Indenture to provide for the issuance of the April 2020 Additional Notes as Additional Notes under the Indenture;

WHEREAS, pursuant to Section 9.01(f) of the Base Indenture, the Company, the Guarantors and the Trustee are authorized to provide for the issuance of Notes issued after the Original Issue Date in accordance with the limitations set forth in the Base Indenture without the consent of any Holder;

WHEREAS, the Company, the Guarantors and the Trustee intend to execute and deliver this Supplemental Indenture to provide for the issuance of the April 2020 Additional Notes as Additional Notes under the Base Indenture without the consent of any Holder; and

WHEREAS, all things necessary to make the April 2020 Additional Notes, when executed by the Company and authenticated and delivered by the Trustee, issued upon the terms and subject to the conditions set forth in the April 2020 Additional Notes Certificate, this Supplemental Indenture and the Base Indenture and delivered as provided in the Base Indenture against payment therefor, valid, binding and legal obligations of the Company according to their terms, and all actions required to be taken by the Company, Holdings and the Guarantors under the Base Indenture to make this Supplemental Indenture a valid, binding and legal agreement of the Company, Holdings and the Guarantors, have been done.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1
DEFINITIONS AND INCORPORATION BY REFERENCE

Section 1.01 *Definitions.*

(a) Capitalized terms used herein without definition shall have the meanings assigned to them in the Base Indenture.

(b) For all purposes of this Supplemental Indenture, except as otherwise herein expressly provided or unless the context otherwise requires: (i) the terms and expressions used herein shall have the same meanings as corresponding terms and expressions used in the Base Indenture; and (ii) the words “herein,” “hereof” and “hereby” and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE 2
APRIL 2020 ADDITIONAL NOTES

Section 2.01 *Creation of the April 2020 Additional Notes.*

(a) In accordance with Section 9.01(f) of the Base Indenture, the Company hereby provides for the issuance of the April 2020 Additional Notes as Additional Notes under the Base Indenture, which shall be substantially in the form of Exhibit A to the Base Indenture, as modified by the April 2020 Additional Notes Certificate, the terms of which are hereby incorporated and made a part of this Supplemental Indenture. The April 2020 Additional Notes will be issued at an issue price of 101.00% of the principal amount thereof, plus accrued interest from March 15, 2020 to, but excluding, the date hereof. Interest on the April 2020 Additional Notes will accrue from March 15, 2020. The April 2020 Additional Notes and the Existing Notes shall be treated as a single class for all purposes under the Indenture.

(b) On the date hereof, the Trustee shall authenticate and deliver an additional \$400,000,000 of 6.25% Senior Secured Notes due 2026 upon a written order of the Company signed by two Officers or by an Officer and an Assistant Secretary of the Company in accordance with Section 2.02 of the Base Indenture. As provided in the April 2020 Additional Notes Certificate, the authentication of such April 2020 Additional Notes by the Trustee may be by manual or electronic signature, notwithstanding anything in the Base Indenture to the contrary, including, without limitation, Section 2.02 thereof.

Section 2.02 *The Notes.* The April 2020 Additional Notes initially will be issued in the form of Global Notes as follows:

(a) certificate No. 144A-010 (CUSIP No. 893647 BE6 / ISIN No. US893647BE67) in the aggregate principal amount of \$399,634,000; and

(b) certificate No. S-002 (Temporary CUSIP No. U8936P AU7 / Temporary ISIN No. USU8936PAU76; Permanent CUSIP No. U8936P AQ6 / Permanent ISIN No. USU8936PAQ64) in the aggregate principal amount of \$366,000.

Section 2.03 *Mortgage Amendments.*

(a) The Company and certain Grantors have entered into certain Mortgages (the “*Existing Mortgages*”) in favor of the applicable Notes Collateral Agent for the ratable benefit of the Holders of the Existing Notes as security for payment of the Notes Obligations in respect of the Existing Notes. As promptly as practicable after the date hereof and in any event within 90 days of the date hereof, the Company and such Grantors shall provide the applicable Notes Collateral Agent with amendments or amendments and restatements of such Existing Mortgages (the “*Mortgage Amendments*”), together with evidence that counterparts of such Mortgage Amendments have been recorded or delivered to the appropriate title insurance company for recording as promptly as practicable after the date of such delivery (such delivery to occur as promptly as practicable after the date hereof and in any event within 90 days of the date hereof), and such other documents, agreements and instruments as may be contemplated or required by Sections 9.06, 12.03 or 12.05 of the Base Indenture (to the extent applicable), and shall obtain title insurance endorsements (to the extent available) to the existing title insurance policies on such Existing Mortgages, to evidence the extension of the benefit of the first-priority security interests of the Holders of Existing Notes in such Existing Mortgages as of the date hereof to the applicable Notes Collateral Agent for the ratable benefit of the Holders of the April 2020 Additional Notes.

(b) Notwithstanding the foregoing, the amount of debt secured by each Existing Mortgage in any state that imposes a mortgage tax shall be reasonably limited to an amount not more than the sum of the Notes Obligations and outstanding Bank Indebtedness so as to avoid multiple mortgage tax assessments.

ARTICLE 3
MISCELLANEOUS

Section 3.01 *Ratification of the Base Indenture; Supplemental Indenture part of Base Indenture.*

The Base Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Base Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.02 *New York Law to Govern.*

THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE AND THE APRIL 2020 ADDITIONAL NOTES WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

Section 3.03 *Counterpart Originals.*

The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section 3.04 *Effect of Headings.*

The Section headings have been inserted for convenience of reference only, are not to be considered part of this Supplemental Indenture and shall in no way modify or restrict any of the terms or provisions hereof.

Section 3.05 *The Trustee and Notes Collateral Agents.*

None of the Trustee or the Notes Collateral Agents shall be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Company, Holdings and the Guarantors.

Section 3.06 *Successors.*

All agreements of the Company, Holdings and each Guarantor in this Supplemental Indenture and the April 2020 Additional Notes shall bind their respective successors. All agreements of the Trustee and the Notes Collateral Agents in this Supplemental Indenture shall bind their respective successors.

[Signature page follows]

ACME AEROSPACE, INC.
ADAMS RITE AEROSPACE, INC.
AEROCONTROLEX GROUP, INC.
AIRBORNE ACQUISITION, INC.
AIRBORNE GLOBAL, INC.
AIRBORNE HOLDINGS, INC.
AIRBORNE SYSTEMS NA INC.
AIRBORNE SYSTEMS NORTH AMERICA INC.
AIRBORNE SYSTEMS NORTH AMERICA OF CA INC.
AMSAFE GLOBAL HOLDINGS, INC.
AMSAFE, INC.
ANGUS ELECTRONICS CO.
ARKWIN INDUSTRIES, INC.
ARMTEC COUNTERMEASURES CO.
ARMTEC COUNTERMEASURES TNO CO.
ARMTEC DEFENSE PRODUCTS CO.
AUXITROL WESTON USA, INC.
AVIATION TECHNOLOGIES, INC.
AVIONICS SPECIALTIES, INC.
AVISTA, INCORPORATED
AVTECHTYEE, INC.
BETA TRANSFORMER TECHNOLOGY CORPORATION
BRIDPORT HOLDINGS, INC.
BRIDPORT-AIR CARRIER, INC.
BRUCE AEROSPACE INC.
DATA DEVICE CORPORATION
DUKES AEROSPACE, INC.
ESTERLINE INTERNATIONAL COMPANY
ESTERLINE TECHNOLOGIES CORPORATION
EXTANT COMPONENTS GROUP HOLDINGS, INC.
EXTANT COMPONENTS GROUP INTERMEDIATE, INC.
HARTWELL CORPORATION
HYTEK FINISHES CO.
ILC HOLDINGS, INC.
JANCO CORPORATION
KIRKHILL INC.
KORRY ELECTRONICS CO.
LEACH HOLDING CORPORATION
LEACH INTERNATIONAL CORPORATION
LEACH TECHNOLOGY GROUP, INC.
MARATHONNORCO AEROSPACE, INC.
MASON ELECTRIC CO.
MCKECHNIE AEROSPACE DE, INC.
MCKECHNIE AEROSPACE HOLDINGS, INC.
NMC GROUP, INC.
NORTH HILLS SIGNAL PROCESSING CORP.
NORTH HILLS SIGNAL PROCESSING OVERSEAS CORP.
NORWICH AERO PRODUCTS INC.
PALOMAR PRODUCTS, INC.
PEXCO AEROSPACE, INC.
PNEUDRAULICS, INC.
RACAL ACOUSTICS, INC.
SEMCO INSTRUMENTS, INC.
SHIELD RESTRAINT SYSTEMS, INC.
SKANDIA, INC.

[Signature Page to the Third Supplemental Indenture - 6.25% Senior Secured Notes due 2026]

SKURKA AEROSPACE INC.
TA AEROSPACE CO.
TACTAIR FLUID CONTROLS, INC.
TDG ESL HOLDINGS INC.
TEAC AEROSPACE HOLDINGS, INC.
TEAC AEROSPACE TECHNOLOGIES, INC.
TEXAS ROTRONICS, INC.
YOUNG & FRANKLIN INC.

By: /s/ Liza Sabol
Name: Liza Sabol
Title: Treasurer

17111 WATERVIEW PKWY LLC
By: Esterline Technologies Corporation,
as its sole member
BETA TRANSFORMER TECHNOLOGY LLC
By: Beta Transformer Technology Corporation,
as its sole member
CMC ELECTRONICS AURORA LLC
By: Esterline Technologies Corporation,
as its sole member
ELECTROMECH TECHNOLOGIES LLC
By: McKechnie Aerospace US LLC, as its sole member
By: McKechnie Aerospace DE, Inc., as its sole member
ESTERLINE EUROPE COMPANY LLC
By: Esterline Technologies Corporation,
as its sole member
ESTERLINE TECHNOLOGIES SGIP, LLC
By: Esterline Technologies Corporation,
as its sole member
JOHNSON LIVERPOOL LLC
By: Young & Franklin Inc., as its sole member
MCKECHNIE AEROSPACE US LLC
By: McKechnie Aerospace DE, Inc., as its sole member
SCIOTEQ LLC
By: TREALITY SVS LLC, as its sole member
By: Esterline Europe Company LLC, as its sole member
By: Esterline Technologies Corporation, as its sole member
SYMETRICS INDUSTRIES, LLC
By: Symetrics Technology Group, LLC, as its sole member
By: Extant Components Group Intermediate, Inc., as its sole member
SYMETRICS TECHNOLOGY GROUP, LLC
By: Extant Components Group Intermediate, Inc., as its sole member
TREALITY SVS LLC
By: Esterline Europe Company LLC, as its sole member
By: Esterline Technologies Corporation, as its sole member
TRANSICOIL LLC
By: Aviation Technologies, Inc., as its sole member

By: /s/ Liza Sabol

Name: Liza Sabol

Title: Treasurer

AEROSONIC LLC
AVIONIC INSTRUMENTS LLC
BREEZE-EASTERN LLC
CDA INTERCORP LLC
CEF INDUSTRIES, LLC
CHAMPION AEROSPACE LLC
HARCOSEMCO LLC
SCHNELLER LLC
TELAIR US LLC
TELAIR INTERNATIONAL LLC
By: Telair US LLC, as its sole member
WHIPPANY ACTUATION SYSTEMS, LLC
Each By: TransDigm Inc., as its sole member

By: /s/ Michael Lisman
Name: Michael J. Lisman
Title: Chief Financial Officer

AIRBORNE SYSTEMS NORTH AMERICA OF NJ INC.

By: /s/ Michael Lisman
Name: Michael J. Lisman
Title: Chairman of the Board and
Chief Executive Officer

BRIDPORT ERIE AVIATION, INC.

By: /s/ Liza Sabol
Name: Liza Sabol
Title: Chairman of the Board and President

TRANSDIGM UK HOLDINGS PLC

By: /s/ Liza Sabol
Name: Liza Sabol
Title: Director

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
AS TRUSTEE AND US COLLATERAL AGENT

By: /s/ Valere Boyd
Name: Valere Boyd
Title: Vice President

THE BANK OF NEW YORK MELLON,
AS UK COLLATERAL AGENT

By: /s/ Laurence J. O'Brien
Name: Laurence J. O'Brien
Title: Vice President



TransDigm Group Completes Successful Notes Offering

CLEVELAND, April 17, 2020/PRNewswire/ - TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc., has successfully completed the previously announced private offering of an additional \$400 million aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “Notes”). The Notes are an additional issuance of the Company’s existing 6.25% Senior Secured Notes due 2026 and were issued as additional notes under the indenture dated as of February 13, 2019 (the “Indenture”) pursuant to which the Company previously issued \$4,000 million aggregate principal amount of 6.25% Senior Secured Notes due 2026 (the “Existing Notes”). The Notes, together with the Existing Notes, are treated as a single class for all purposes under the Indenture. The Notes are of the same class and series as, and otherwise identical to, the Existing Notes other than with respect to the date of issuance and issue price. The Notes will be guaranteed, with certain exceptions, by TransDigm Group, TransDigm UK Holdings plc and all of TransDigm Inc.’s existing and future U.S. subsidiaries on a senior secured basis.

TransDigm Group expects to use the net proceeds from the offering of the Notes for general corporate purposes, including further increasing its liquidity.

The Notes and related guarantees were offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933 (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act, applicable state securities or blue sky laws and foreign securities laws.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this press release in any state or foreign 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 foreign jurisdiction.

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, databus and power controls, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seat belts and safety restraints, engineered interior surfaces and related components, advanced sensor products, switches and relay panels, advanced displays, thermal protection and insulation, lighting and control technology, military personnel parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause TransDigm Group's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include, but are not limited to: the impact that the COVID-19 pandemic has on TransDigm Group's business, results of operations, financial condition and liquidity; the sensitivity of TransDigm Group's business to the number of flight hours that its customers' planes spend aloft and its customers' profitability, both of which are affected by general economic conditions; future geopolitical or other worldwide events; cyber-security threats and natural disasters; TransDigm Group's reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier, including government audits and inspections; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions, including TransDigm Group's acquisition of Esterline; TransDigm Group's indebtedness; potential environmental liabilities; liabilities arising in connection with litigation; increases in raw material costs, taxes and labor costs that cannot be recovered in product pricing; risks and costs associated with TransDigm Group's international sales and operations; TransDigm Group's ability to successfully complete the offering of the Notes; 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 Annual Report on Form 10-K for the fiscal year ended September 30, 2019 and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission. Except as required by law, TransDigm Group undertakes no obligation to revise or update any forward-looking statements contained in this press release.

Contact: Investor Relations
216-706-2945
ir@transdigm.com