
**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 26, 2023

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.) |
|--|---|---|

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

Appointment of Co-Chief Operating Officers

On May 26, 2023, the Board of Directors (“Board”) of TransDigm Group Incorporated (the “Company” or “TransDigm Group”) appointed Michael J. Lisman, the Company’s current Executive Vice President and Chief Financial Officer, and Joel Reiss, an Executive Vice President of the Company, as Co-Chief Operating Officers of the Company, effective immediately. Messrs. Lisman and Reiss will serve as Co-Chief Operating Officers of the Company with Jorge L. Valladares III, the Company’s current Chief Operating Officer, who will retire from the Company effective September 30, 2023.

Mr. Lisman, 40, was appointed Chief Financial Officer in July 2018 and Executive Vice President in January 2022. Prior to that, Mr. Lisman served as Vice President – Mergers and Acquisitions from January 2018 to June 2018, Business Unit Manager for the Air & Fuel Valves business unit at Aero Fluid Products, a wholly-owned subsidiary of TransDigm Inc., from January 2017 to January 2018 and Director of Mergers and Acquisitions of TransDigm from November 2015 to January 2017. Prior to that, Mr. Lisman worked for Warburg Pincus.

Mr. Reiss, 53, has served as Executive Vice President of the Company since October 2015. Prior to that, Mr. Reiss served as President of Hartwell Corporation, a wholly-owned subsidiary of TransDigm Inc., from July 2012 to October 2015, and President of Skurka Aerospace Inc., also a wholly-owned subsidiary of TransDigm Inc., from July 2010 to July 2012.

There are no reportable family relationships or related party transactions (as defined in Item 404(a) of Regulation S-K) involving the Company and Mr. Lisman or Mr. Reiss, respectively.

Also on May 26, 2023, the Board, upon the recommendation of the Nominating and Corporate Governance Committee (the “Committee”) of the Board, increased the number of Board members from eleven directors to twelve directors and appointed Mr. Valladares to the Board, effective immediately. Mr. Valladares will hold office until the annual meeting of the stockholders in 2024 and until his successor has been elected or until his earlier resignation or removal.

Mr. Valladares, 49, was appointed Chief Operating Officer in April 2019. Prior to that, Mr. Valladares served as Chief Operating Officer — Power & Control from June 2018 to March 2019, Executive Vice President from October 2013 to May 2018, as President of AvtechTye, Inc. (formerly Avtech Corporation), a wholly-owned subsidiary of TransDigm Inc., from 2009 to 2013, and as President of AdelWiggins Group, a division of TransDigm Inc., from 2008 to 2009.

There are no reportable family relationships or related party transactions (as defined in Item 404(a) of Regulation S-K) involving the Company and Mr. Valladares.

Appointment of Chief Financial Officer

On May 26, 2023, the Board appointed Sarah Wynne, the Company’s current Chief Accounting Officer, as the Chief Financial Officer of the Company. Ms. Wynne will continue to serve as the Company’s principal accounting officer.

Ms. Wynne, 49, was appointed Chief Accounting Officer in November 2018. Prior to that, Ms. Wynne served as Group Controller from April 2015 to October 2018, as Controller of the Aero Fluid Products division of AeroControlex Group, Inc., a wholly-owned subsidiary of TransDigm Inc., from 2009 to 2015, and previously in other accounting roles with TransDigm.

There are no reportable family relationships or related party transactions (as defined in Item 404(a) of Regulation S-K) involving the Company and Ms. Wynne.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit No. | Description |
|----------------------|---|
| 99.1 | Press Release, dated May 26, 2023 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |



TransDigm Announces Retirement of COO Jorge L. Valladares III and New Senior Management Appointments

Cleveland, Ohio, May 26, 2023 /PRNewswire/ -- TransDigm Group Incorporated (NYSE: TDG) (“the Company”) announced today the upcoming retirement of Chief Operating Officer Jorge L. Valladares III, the appointment of Mr. Valladares to the Company’s Board of Directors, the appointment of Mike Lisman and Joel Reiss as Co-Chief Operating Officers, and the appointment of Sarah Wynne as Chief Financial Officer.

Retirement of Chief Operating Officer Jorge L. Valladares III

Mr. Valladares will retire at the end of the TransDigm’s 2023 fiscal year and has served as the Company’s Chief Operating Officer for the past four years. Mr. Valladares’ prior roles include co-COO, Executive Vice President, and President of three TransDigm operating units. Mr. Valladares will aid in the transition of his role to Mike and Joel until his retirement date. He has also joined the Company’s Board of Directors, effective as of today.

Mr. Stein, the Company’s President and Chief Executive Officer, stated, “During Jorge’s recent tenure as COO and across more than 25 years at the Company, he has been an integral part of the long-term value creation at TransDigm and a key player in the cultural preservation of the Company. Jorge has done a truly outstanding job, and we sincerely thank him for his dedication. We look forward to having Jorge continue to contribute to the growth of TransDigm as a member of the Company’s Board.”

Appointment of Mike Lisman and Joel Reiss as Co-Chief Operating Officers

Mr. Lisman, the Company’s Chief Financial Officer, and Mr. Reiss, an Executive Vice President of the Company, have now assumed the roles of co-COOs.

Mr. Lisman has served as the Company’s Chief Financial Officer for the past five years. Prior to becoming CFO, he worked at AeroFluid Products (a TransDigm operating unit) and on the Mergers & Acquisitions team at TransDigm. Before joining the Company, Mike worked at Warburg Pincus.

Mr. Reiss is a long-time employee of TransDigm, having joined the Company in 2000. He has been an Executive Vice President for the last eight years. Prior to that, Mr. Reiss served as President of Hartwell Corporation and President of Skurka Aerospace, both of which are operating units of TransDigm. Before becoming an operating unit President, Mr. Reiss was the Director of Operations at TransDigm’s Adams Rite Aerospace operating unit.

Appointment of Sarah Wynne as Chief Financial Officer

Ms. Wynne has assumed the role of Chief Financial Officer, after having served as TransDigm’s Chief Accounting Officer for the past five years. She brings strong experience in operational and GAAP accounting to her new assignment and has been with TransDigm for 20 years.

Before becoming the Company's Chief Accounting Officer, she served as a Group Controller overseeing the financial reporting of several operating units. Prior to that, Ms. Wynne served as a Controller at the Company's AeroFluid Products operating unit and held various accounting positions in TransDigm's corporate office.

Mr. Stein, stated, "Sarah, Mike and Joel bring a unique mix of experience in a broad range of aerospace businesses to their new roles. They are experienced senior executives with proven track records. We are very excited to be able to promote internally-developed, long-term employees to each of these roles to continue to perpetuate our unique culture. 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, batteries and chargers, engineered latching and locking devices, engineered rods, engineered connectors and elastomer sealing solutions, databus and power controls, cockpit security components and systems, specialized and advanced cockpit displays, engineered audio, radio and antenna systems, specialized lavatory components, seat belts and safety restraints, engineered and customized interior surfaces and related components, advanced sensor products, switches and relay panels, thermal protection and insulation, lighting and control technology, parachutes, high performance hoists, winches and lifting devices, and cargo loading, handling and delivery systems.

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