
**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): January 17, 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))
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Item 8.01 Other Events

On January 17, 2007, in connection with the previously announced proposed acquisition of Aviation Technologies, Inc., TransDigm Group Incorporated issued a press release relating to a proposed offering of \$250 million principal amount of senior subordinated notes by TransDigm Inc., its wholly-owned subsidiary, in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and certain related financing transactions. As required by Rule 135c under the Securities Act, the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

The senior subordinated notes will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. Neither the press release nor this Current Report on Form 8-K constitutes an offer to sell or the solicitation of an offer to buy the senior subordinated notes, nor shall there be any sale of the senior subordinated notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

The following exhibit is being filed with this Current Report on Form 8-K:

99.1 Press Release of TransDigm Group Incorporated dated January 17, 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: January 18, 2007

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial Officer and
Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of TransDigm Group Incorporated dated January 17, 2007.

TransDigm Announces Proposed Offering of**\$250 Million of Senior Subordinated Notes**

CLEVELAND, Jan. 17 /PRNewswire-FirstCall/ — TransDigm Group Incorporated (NYSE: TDG) announced today that its wholly-owned subsidiary, TransDigm Inc., is planning to issue \$250 million of senior subordinated notes to finance its previously announced \$430 million acquisition of Aviation Technologies, Inc. (“ATI”). The senior subordinated notes are intended to be an additional issuance of notes under the indenture pursuant to which TransDigm Inc. previously issued \$275 million of senior subordinated notes in June 2006. In connection with the offering of the senior subordinated notes and also to finance the acquisition of ATI, TransDigm Inc. is seeking to raise \$180 million of term loans through a tack-on to its existing \$650 million senior secured term loan facility. In connection with these transactions, TransDigm Inc. also intends to increase its existing senior secured revolving credit facility from \$150 million to \$200 million, but does not currently intend to draw any amounts from this facility in connection with the closing of the ATI transaction.

The senior subordinated notes will not be registered under the Securities Act of 1933 or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

This press release does not and will not constitute an offer to sell or the solicitation of an offer to buy the senior subordinated notes, nor shall there be any sale of the senior subordinated notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933.

About TransDigm Group

TransDigm Group 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/electromechanical actuators and controls, NiCad batterieschargers, 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 and specialized valving.

Forward-Looking 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. 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 our plans, objectives, strategies and prospects regarding, among other things, the acquired business and the proposed financing. 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 actual results and could cause actual results or the benefits of the proposed merger to differ materially from those expressed in any forward-looking statements made by, or on behalf of, TransDigm. These risks and uncertainties include but are not limited to satisfaction of closing conditions to the transaction with ATI, difficulties encountered in integrating the companies or implementing our strategic value drivers, the effects of general industry conditions and our ability to complete the proposed financing. Except as required by law, TransDigm Group undertakes no obligation to revise or update the forward-looking statements contained in this press release.

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