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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 7, 2013

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**TransDigm Group Incorporated**

(Exact Name of Registrant as Specified in its Charter)

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**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)

**Registrant's telephone number, including area code: (216) 706-2960**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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 7.01. Regulation FD Disclosure.**

On February 7, 2013, TransDigm Group Incorporated (“TransDigm Group” or the “Company”) issued a press release announcing that TransDigm Group will host a conference call (the “Lender Presentation”) to discuss a refinancing of the Company’s senior credit facility on February 8, 2013, beginning at 10:00 a.m., Eastern Time.

The Company has prepared presentation materials (the “Presentation Materials”) that it will present during the Lender Presentation and in other presentations to potential lenders in connection with the refinancing of the Company’s senior credit facility. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference.

The information in this Current Report on Form 8-K and in the Presentation Materials 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 of 1933.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Presentation to Public Lenders by TransDigm Group Incorporated

**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.

**TRANSDIGM GROUP INCORPORATED**

By: /s/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial Officer and  
Secretary

Date: February 8, 2013

EXHIBIT INDEX

Exhibit  
Number  
99.1

Description  
Presentation to Public Lenders by TransDigm Group Incorporated

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**\$2,510,000,000**  
**Senior Secured First Lien Credit Facility Refinancing**  
  
Presentation to Public Lenders  
February 8, 2013



**TRANSDIGM**  
GROUP INC.

INNOVATIVE AEROSPACE SOLUTIONS

# Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events, many of which are outside of our control. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statement. These risks and uncertainties include but are not limited to: the sensitivity of our business to the number of flight hours that our customers' planes spend aloft and our customers' profitability, both of which are affected by general economic conditions; future terrorist attacks; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions; our substantial indebtedness; potential environmental liabilities; 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 and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission.

You are cautioned not to place undue reliance on our forward-looking statements. TransDigm Group Incorporated assumes no obligation to and to, expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

# Special Notice Regarding Non-GAAP Information

This presentation sets forth certain pro forma financial information. This pro forma financial information gives effect to certain recently completed acquisitions and divestitures. Such pro forma information is based on certain assumptions and adjustments and does not purport to present TransDigm's actual results of operations or financial condition had the transactions reflected in such pro forma financial information occurred at the beginning of the relevant period, in the case of income statement information, or at the end of such period, in the case of balance sheet information, nor is it necessarily indicative of the results of operations that may be achieved in the future.

This presentation also sets forth certain non-GAAP financial measures. A presentation of the most directly comparable GAAP measures and a reconciliation to such measures are set forth in the appendix.

## **Definition:**

- **EBITDA As Defined:** Excludes inventory purchase adjustments, non-cash compensation charges, acquisition integration costs and one-time IPO related costs as defined in TransDigm's existing credit agreement.

# Agenda

■ Transaction Overview

**Credit Suisse**

*Hayes Smith, Managing Director*

■ Financial Overview

**TransDigm**

*Greg Rufus, Executive Vice President  
& Chief Financial Officer*

■ TransDigm Overview

**TransDigm**

*Nick Howley, Chairman and  
Chief Executive Officer*

*Greg Rufus, Executive Vice President  
& Chief Financial Officer*

■ Syndication Overview & Timetable

**Credit Suisse**

*Jeff Cohen, Managing Director*

■ Public Q&A





# Transaction Overview



INNOVATIVE AEROSPACE SOLUTIONS

**TRANSDIGM**  
GROUP INC.

# Executive Summary

- TransDigm (NYSE: TDG) (“TransDigm” or the “Company”) is a leading supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today
  - For the LTM period ending December 29, 2012, the Company generated LTM 12/29/12 GAAP Revenues and EBITDA As Defined of \$1,778 million and \$836 million (47% EBITDA margin), respectively
- TransDigm is seeking to refinance its existing Senior Secured First Lien Credit Facility with a new \$310 million, 5 year Revolving Credit Facility (the “Revolver”) and \$2,200 million, 7 year First Lien Term Loan (the “Term Loan”)
  - L + 2.75%, 0.75% LIBOR floor; 101 softcall re-pricing protection for 1 year
- TransDigm is also seeking the following amendments to its Existing Revolver and Term Loan Credit Agreements:
  - Unlimited Restricted Payments basket if Net Leverage below 5.75x as long as Revolver is undrawn and minimum pro forma cash balance of \$200 million
  - Revolver covenant set to 6.00x Net Leverage and Interest Coverage Ratio covenant removed
  - Allow for an Accounts Receivable Securitization basket of up to \$250 million
- Commitments and Required Lender consents are due by 12 PM EST on February 13, 2013

Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income, please see the appendix.



# Financial Overview



INNOVATIVE AEROSPACE SOLUTIONS

**TRANSDIGM**  
GROUP INC.

# Pro Forma Capitalization Table

(\$ in millions)

	Actual 12/29/2012	Cum. EBITDA multiple	Pro forma 12/29/2012	Cum. EBITDA multiple	Interest rate	Ratings	Maturity
Estimated Cash	<u>\$554</u>		<u>\$554</u>				
Existing Revolver	\$0	0.0x	\$0	0.0x	L + 3.75%	Ba2 / BB-	December 2015
New Revolver <sup>(1)</sup>	0	0.0x	0	0.0x	L + 2.75%	Ba2 / BB-	February 2018
Existing First Lien Term Loan B-1 due 2017	1,523	1.8x	0	0.0x	L + 3.00%	Ba2 / BB-	February 2017
Existing First Lien Term Loan B-2 due 2017	646	2.6x	0	0.0x	L + 3.00%	Ba2 / BB-	February 2017
New First Lien Term Loan due 2020 <sup>(1)</sup>	0	2.6x	2,200	2.6x	L + 2.75%	Ba2 / BB- <sup>(2)</sup>	February 2020
<b>Total senior secured debt</b>	<b>\$2,169</b>	<b>2.6x</b>	<b>\$2,200</b>	<b>2.6x</b>			
Senior Subordinated Notes due 2020	550	3.3x	550	3.3x	5.50%	B3 / B-	October 2020
Senior Subordinated Notes due 2018	1,600	5.2x	1,600	5.2x	7.75%	B3 / B-	December 2018
<b>Total debt</b>	<b>\$4,319</b>	<b>5.2x</b>	<b>\$4,350</b>	<b>5.2x</b>			
<hr/>							
Net Debt to EBITDA		4.5x		4.5x			
12/29/12 LTM EBITDA as Defined	\$836		\$836				

(1) Assumes LIBOR floor of 0.75% on the new Revolver and First Lien Term Loan.

(2) Assumes ratings on the new Senior Secured Credit Facility remain the same as existing facility.





# TransDigm Overview



INNOVATIVE AEROSPACE SOLUTIONS

**TRANSDIGM**  
GROUP INC.

# Business Overview

## Business

(\$ in millions)

	LTM 12/29/12 Actual	FY 2013 Guidance Mid- Point <sup>(1)</sup>
<b>Revenue:</b>	<b>\$1,778</b>	<b>\$1,850</b>
<b>EBITDA As Defined:</b>	<b>\$836</b>	<b>\$888</b>
<b>EBITDA As Defined Margin:</b>	<b>47.0%</b>	<b>48.0%</b>
<b>Enterprise Value<sup>(2)</sup></b>	<b>~ \$11 Billion</b>	

## DISTINGUISHING CHARACTERISTICS

- Highly engineered aerospace components
- Proprietary and sole source products
- Significant aftermarket content
- High free cash flow
- “Private equity-like” business model

Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income and to Net Cash Provided by Operating Activities, please see the appendix.

- (1) Revenue and EBITDA As Defined information for FY13 Guidance Mid-Point is for the fiscal year ending 9/30/13 that was given on February 4, 2013. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.
- (2) Enterprise value calculated as of 12/29/2012 equals equity value (shares outstanding as of 12/29/12 multiplied by the TDG closing stock price on 2/1/13) plus total net debt (total debt less cash).

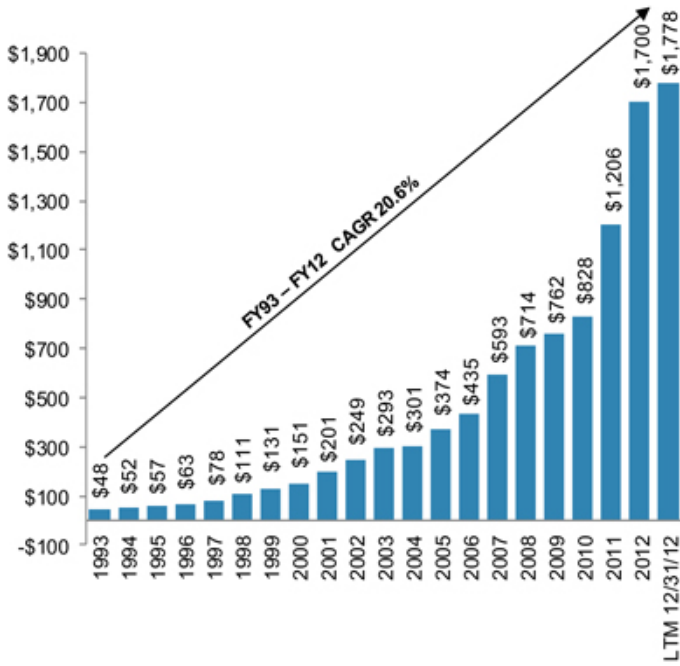
# Diverse Products, Platforms and Markets

	Ignition Systems and Engine Sensors	Pumps	Valves	Motors, Actuators and Controls	Water Faucets and Systems	Quick Disconnects, Couplings and Rods	Batteries, Chargers and Power Conditioning	Aircraft Hardware, Latches and Cockpit Security Systems	Engineered Composites, Elastomers & Laminants	Audio Systems	Lighting and Displays	Seat Belts & Safety Restraints
												
												
												
												

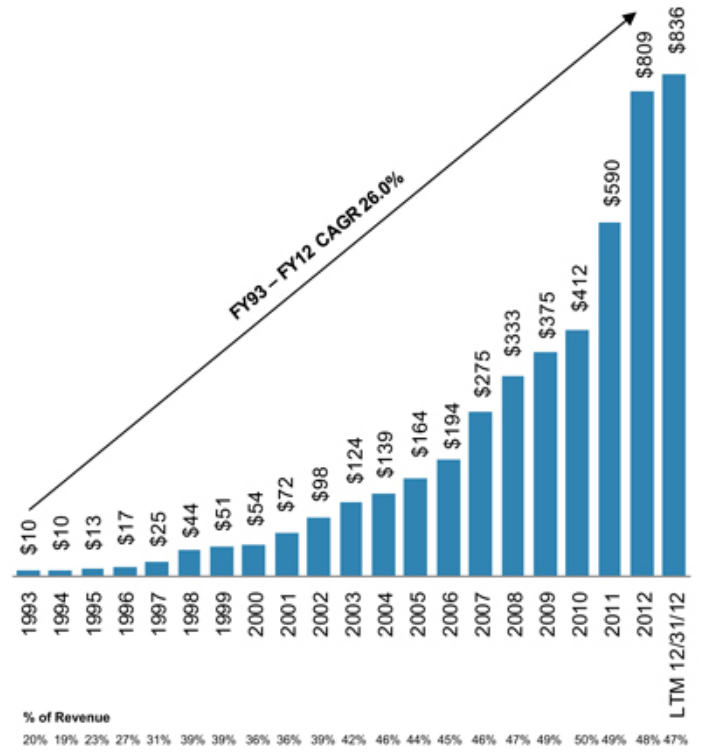
# Consistent Record of Growth and Margin Expansion

## Revenue

(\$ in millions)



## EBITDA As Defined and Margin



Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income, please see the appendix.



# Key Credit Considerations

## ATTRACTIVE MARKET POSITION

- Niche market positions
- High margin aftermarket
- Diverse mix
- Favorable long-term industry dynamics

## PROVEN OPERATING STRATEGY

- Experienced management team
- Demonstrated value generation
- Proven acquisition / integration

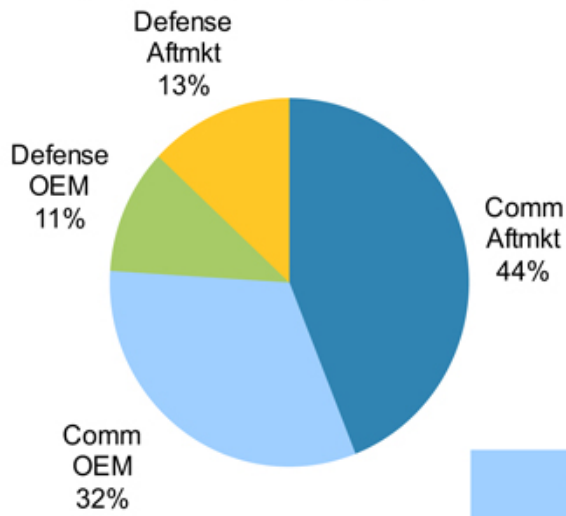
## MULTIPLE GROWTH PATHS

- Market growth
- High margins
- Acquisitions
- Low Capex
- Strong free cash flow

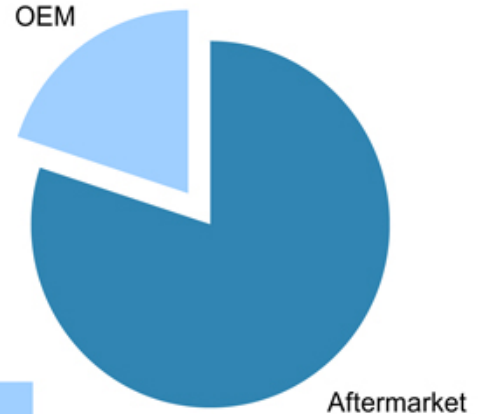
## Consistent Cash Generation and Long-Term Performance

# Strong Focus on High-Margin Aftermarket

## Pro Forma Revenues (Excluding Ground Transportation)<sup>(1)</sup>



## EBITDA as Defined

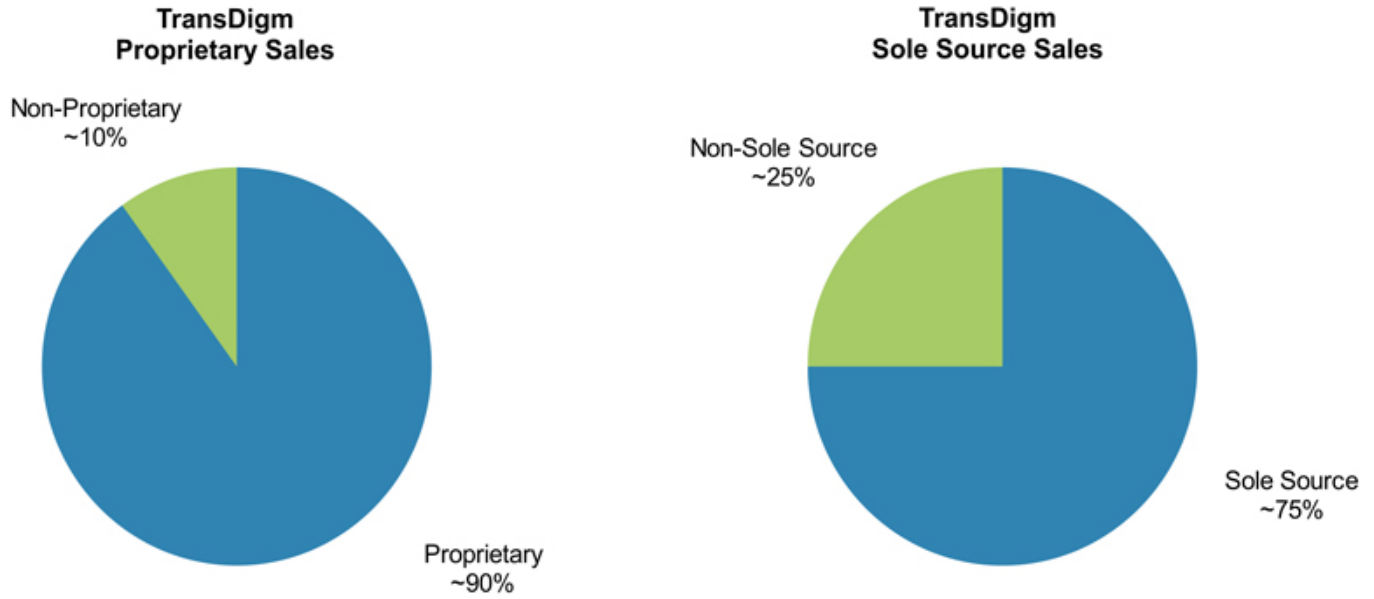


Aftermarket ~57%  
OEM ~43%

**Approximately 57% of FY2012 pro forma revenues and a much higher percentage of EBITDA As Defined are from the stable, high-margin aftermarket.**

(1) Pro Forma revenue for the fiscal year ended 9/30/12 (excluding Ground Transportation sales of ~\$65 million or ~4% of combined sales). Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

# Significant Proprietary and Sole Source Revenue Base



Results in strong market positions and a stable, recurring revenue stream.

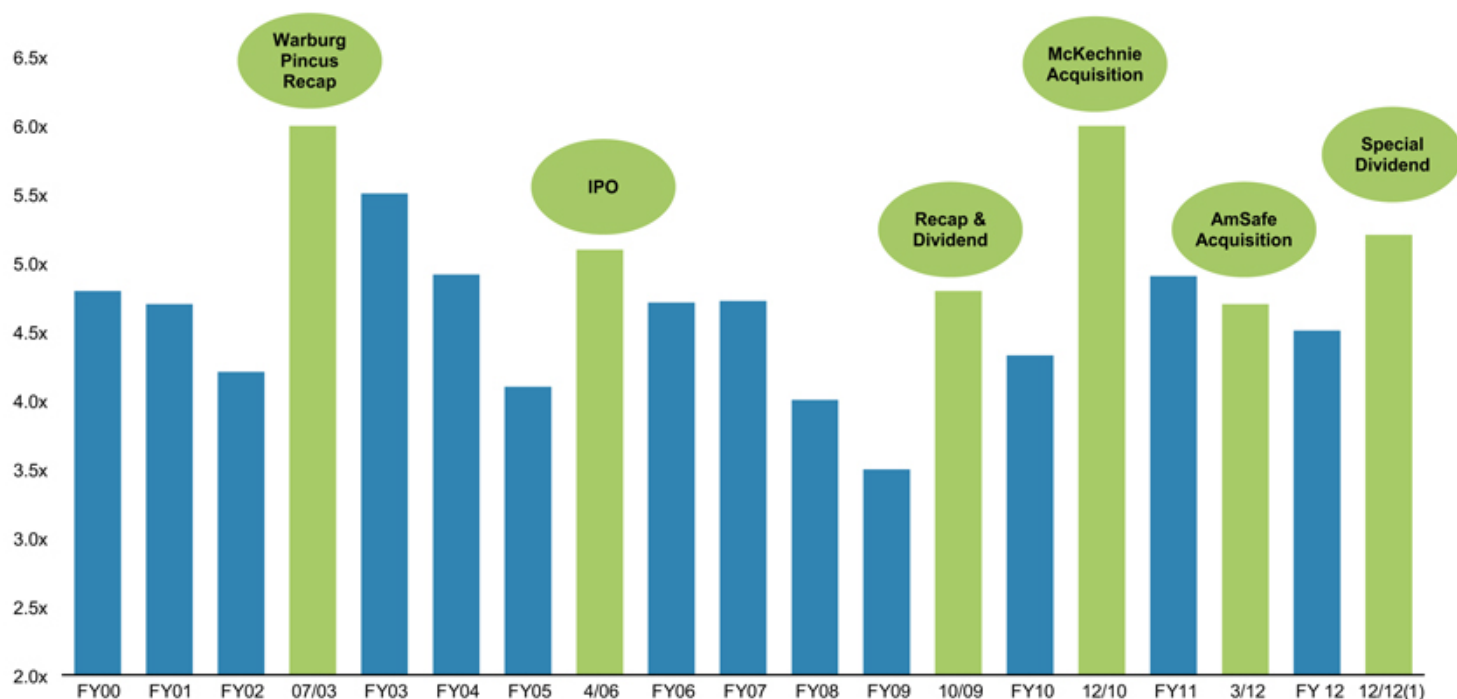
Note: Based on management estimates of pro forma TDG sales for the fiscal year ended 9/30/12. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

# TransDigm Financial Highlights

(\$ in millions)

	Fiscal year						LTM	CAGR
	2007	2008	2009	2010	2011	2012	12/29/2012	2007-2012
<b>Income statement information:</b>								
Net sales	\$592.8	\$713.7	\$761.5	\$827.7	\$1,206.0	\$1,700.2	\$1,778.1	23.5%
Cost of sales	283.8	327.8	332.2	354.6	544.8	754.5	793.5	
<b>Gross profit</b>	<b>\$309.0</b>	<b>\$385.9</b>	<b>\$429.3</b>	<b>\$473.1</b>	<b>\$661.2</b>	<b>\$945.7</b>	<b>\$984.6</b>	
<i>% Sales</i>	52.1%	54.1%	56.4%	57.2%	54.8%	55.6%	55.4%	
Selling and administrative expenses	62.9	74.6	80.0	94.9	133.7	201.7	215.0	
Amortization of intangibles	12.3	12.0	13.9	15.1	40.3	44.2	42.3	
Refinancing costs	-	-	-	-	72.5	-	-	
<b>Income from operations</b>	<b>\$233.8</b>	<b>\$299.3</b>	<b>\$335.4</b>	<b>\$363.1</b>	<b>\$414.7</b>	<b>\$699.8</b>	<b>\$727.3</b>	
<i>% Sales</i>	39.4%	41.9%	44.0%	43.9%	34.4%	41.2%	40.9%	
Net interest expense	91.7	92.7	84.4	112.2	185.3	211.9	225.7	
<b>Income before income taxes</b>	<b>\$142.1</b>	<b>\$206.6</b>	<b>\$251.0</b>	<b>\$250.8</b>	<b>\$229.4</b>	<b>\$487.9</b>	<b>\$501.6</b>	
Income tax provision	53.5	73.5	88.1	87.4	77.2	162.9	167.6	
<b>Net income</b>	<b>\$88.6</b>	<b>\$133.1</b>	<b>\$162.9</b>	<b>\$163.4</b>	<b>\$152.2</b>	<b>\$325.0</b>	<b>\$334.0</b>	
<i>% Sales</i>	14.9%	18.6%	21.4%	19.7%	12.6%	19.1%	18.8%	
<b>Other financial information:</b>								
<b>EBITDA As Defined</b>	<b>\$274.7</b>	<b>\$333.1</b>	<b>\$374.7</b>	<b>\$411.6</b>	<b>\$589.9</b>	<b>\$809.0</b>	<b>\$835.8</b>	24.1%
<i>As % of sales</i>	46.3%	46.7%	49.2%	49.7%	48.9%	47.6%	47.0%	
Capital expenditures	10.3	10.9	13.2	12.9	18.0	25.2	29.2	
<b>EBITDA As Defined - CapEx</b>	<b>264.4</b>	<b>322.2</b>	<b>361.5</b>	<b>398.7</b>	<b>571.9</b>	<b>783.8</b>	<b>806.5</b>	
<i>As % of sales</i>	44.6%	45.1%	47.5%	48.2%	47.4%	46.1%	45.4%	
<b>Balance sheet information:</b>								
Total assets	\$2,061.1	\$2,255.8	\$2,454.4	\$2,677.8	\$4,513.6	\$5,459.6	\$5,549.6	
Total debt	1,357.9	1,357.2	1,356.8	1,771.6	3,138.4	3,619.1	4,319.1	

# TransDigm Deleveraging Profile (Total Debt / EBITDA As Defined)



Note: Based on management estimates of pro forma TDG sales for the fiscal year ended 9/30/12. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information (1) Total Debt (including new \$550 million Senior Subordinated Notes and \$150 million Tack-on First Lien Term Loan) divided by EBITDA as Defined.



**Syndication Overview &  
Timetable**



INNOVATIVE AEROSPACE SOLUTIONS



**TRANSDIGM**  
GROUP INC.



# Preliminary Transaction Timeline

## February 2013

Su	Mo	Tu	We	Th	Fr	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28		

 Holiday       Key date

Date	Event
February 8	 Senior Secured Term Loan Facility Lender Call (10 AM EST)
February 13	 Commitments / Required Lender consents (due by 12 PM EST)
February 19	 Close and fund

# Summary Terms

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<b>Borrower:</b>	TransDigm, Inc (the "Company" or the "Borrower", and together with TransDigm Group Incorporated ("Holdings") and certain of the Company's subsidiaries, the "Credit Group")
<b>Joint Lead Arrangers &amp; Administrative Agent:</b>	Credit Suisse ("CS", a "Joint Lead Arranger" and the "Administrative Agent"), UBS ("UBS", a "Joint Lead Arranger"), Morgan Stanley ("MS", a "Joint Lead Arranger") and Citigroup ("Citi", a "Joint Lead Arranger")
<b>Facilities:</b>	\$310 million revolving credit facility (the "Revolver") \$2,200 million term loan facility (the "Term Loan").
<b>Tenor:</b>	Revolver: 5 years Term Loan: 7 years
<b>Interest rate:</b>	LIBOR + 2.75%
<b>Term Loan Issue price:</b>	Par
<b>LIBOR Floor:</b>	0.75%
<b>Term loan amortization:</b>	1.00% per year
<b>Call protection:</b>	Reset 101 repricing soft call for one year; thereafter at par
<b>Guarantors:</b>	Same as existing term loan credit agreement; Holdings and certain of the Borrower's present and future, direct and indirect domestic subsidiaries (the "Guarantors").
<b>Security:</b>	Same as existing term loan credit agreement; First priority perfected lien on substantially all of the property and assets (tangible and intangible, and including all outstanding capital stock of the Company and each of its subsidiaries (subject to certain customary exceptions)) of the Credit Group.
<b>Affirmative covenants:</b>	Same as existing term loan credit agreement; Customary for facilities of this type.
<b>Negative covenants:</b>	Substantially similar to the existing term loan credit agreement; Customary for facilities of this type with certain modifications outlined in this presentation.
<b>Financial covenants:</b>	Revolver: Net leverage ratio Term Loan: None

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# Credit Agreement Modifications

- In conjunction with the re-pricing, the Company will amend its existing credit facility agreement to:
  - Set the Revolving Credit Facility Net Leverage Ratio covenant to 6.00x with no step-downs or Interest Coverage Ratio covenant
  - Unlimited RP basket subject to: Net Leverage Ratio test of 5.75x, no drawn amount under the Revolver, and a minimum pro forma cash balance of \$200 million
  - Allowance for an Accounts Receivable securitization of up to \$250 million
  - Allow the Company to designate non-core assets at the time of a Permitted Acquisition that can be sold at a later date subject to the paydown provision or reinvestment rights
  - Allow required lenders the ability to reject mandatory prepayments associated with asset sales and excess cash flow
  - Allow the Company to enter into a joint venture up to \$1 bn
  - Allow for the ability to repurchase loans below par value
- Revolving Credit Facility and First Lien Term Loan will be governed under a single Credit Agreement



Public Q&A



INNOVATIVE AEROSPACE SOLUTIONS

**TRANSDIGM**  
GROUP INC.



# Appendix



INNOVATIVE AEROSPACE SOLUTIONS

**TRANSDIGM**  
GROUP INC.

# EBITDA As Defined Reconciliation

(\$ in millions)

	Fiscal year ended September 30,																			LTM
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	12/31/2012
Net Income	(\$5)	-	\$1	\$3	\$14	(\$17)	\$11	\$14	\$31	(\$76)	\$14	\$35	\$25	\$89	\$133	\$163	\$163	\$172	\$325	\$394
Less: income from discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(20)	-	-
Depreciation and amortization	7	7	7	6	7	6	7	9	13	10	18	17	16	24	25	28	30	61	68	68
Interest expense, net	5	5	5	3	3	23	28	32	37	43	75	80	77	92	93	84	112	185	212	226
Income tax provision	(2)	-	2	5	13	(2)	8	9	17	(45)	6	23	16	53	74	88	88	77	163	168
Warrant put value adjustment	1	1	2	5	7	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Extraordinary item	-	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>EBITDA</b>	<b>\$6</b>	<b>\$13</b>	<b>\$17</b>	<b>\$24</b>	<b>\$44</b>	<b>\$10</b>	<b>\$54</b>	<b>\$64</b>	<b>\$98</b>	<b>(\$68)</b>	<b>\$113</b>	<b>\$155</b>	<b>\$134</b>	<b>\$258</b>	<b>\$325</b>	<b>\$363</b>	<b>\$393</b>	<b>\$475</b>	<b>\$768</b>	<b>\$795</b>
Merger expense	-	-	-	-	-	40	-	-	-	176	-	-	-	-	-	-	-	-	-	-
Refinancing costs	-	-	-	-	-	-	-	-	-	-	-	-	49	-	-	-	-	72	-	-
Acquisition-related costs	4	-	-	1	-	1	-	8	-	15	20	2	1	9	2	6	12	30	19	15
Non-cash compensation and deferred compensation costs	-	-	-	-	-	-	-	-	-	1	6	7	1	6	6	6	7	13	22	26
One-time special bonus	-	-	-	-	-	-	-	-	-	-	-	-	6	-	-	-	-	-	-	-
Public offering costs	-	-	-	-	-	-	-	-	-	-	-	-	3	2	-	-	-	-	-	-
<b>EBITDA As Defined</b>	<b>\$10</b>	<b>\$13</b>	<b>\$17</b>	<b>\$25</b>	<b>\$44</b>	<b>\$51</b>	<b>\$54</b>	<b>\$72</b>	<b>\$98</b>	<b>\$124</b>	<b>\$139</b>	<b>\$164</b>	<b>\$194</b>	<b>\$275</b>	<b>\$333</b>	<b>\$375</b>	<b>\$412</b>	<b>\$590</b>	<b>\$809</b>	<b>\$836</b>

# Contacts

- For business questions please contact:

- Robert Hetu: [robert.hetu@credit-suisse.com](mailto:robert.hetu@credit-suisse.com) (212) 325 – 4542
- Kevin Buddhew: [kevin.buddhew@credit-suisse.com](mailto:kevin.buddhew@credit-suisse.com) (212) 538 – 4294

- For legal questions please contact:

- Brendan Mahan: [BMahan@cravath.com](mailto:BMahan@cravath.com) (212) 474 - 1808