
**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): March 31, 2008

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

(IRS Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio
(Address of principal executive offices)

44114
(Zip Code)

(216) 706-2939

(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 registrants' 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 7.01 Regulation FD Disclosure

On March 31, 2008, TransDigm Inc., a wholly owned subsidiary of TransDigm Group Incorporated, entered into a stock purchase agreement with CEF Industries, Inc. ("CEF") and the shareholders of CEF to purchase all of the outstanding common stock of CEF for approximately \$83 million in cash. The Agreement contains customary provisions for transactions of this size and nature. The transaction is expected to close during the June 28, 2008 fiscal third quarter. CEF, based in Addison, Illinois, is a designer and manufacturer of specialized and highly engineered mechanical & electromechanical actuators, compressors, pumps and related components for the aerospace market, all of which fit well with TransDigm's overall business strategy.

A copy of the March 31, 2008 press release announcing the transaction is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit No. 99.1 Press Release issued March 31, 2008.

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 and
Chief Financial Officer

Date: March 31, 2008

Exhibit Index

Exhibit No. 99.1

Press Release of TransDigm Group Incorporated, dated March 31, 2008.

TRANSDIGM ANNOUNCES THE ACQUISITION OF CEF INDUSTRIES

Cleveland, Ohio, March 31, 2008—TransDigm Group Incorporated (NYSE: TDG) announced today that it has entered into an agreement to acquire the outstanding common stock of CEF Industries (“CEF”) for approximately \$83 million in cash. The acquisition is expected to close during the June 28, 2008 fiscal third quarter. CEF is located in Addison, Illinois and has been a supplier of proprietary, highly engineered components to the defense and commercial aerospace industries for many years. The company has annual revenue of over \$30 million and employs approximately 130 employees.

CEF designs and manufactures specialized and highly engineered mechanical & electromechanical actuators, compressors, pumps and related components. The majority of the company’s revenues are military related with the C-130 production program and worldwide installed base being the largest single platform. Other platforms include V22, Joint Strike Fighter, A380, A320, A330/340, F-15, C-17, as well as certain regional and business jets. Major commercial customers include Lockheed-Martin, the U.S. government, Airbus, Boeing, Embraer, and United Technologies.

W. Nicholas Howley, Chairman and CEO of TransDigm Group Incorporated stated, “CEF has over the last 60 years developed a reputation as a premier supplier of highly engineered and reliable actuators, compressors, and other components. These products are a good complement to our existing product lines. Additionally, the proprietary nature, established positions, and aftermarket content fit well with our overall business strategy. CEF is an established and well-run business with strong operating margins. However, we expect to see steady improvement as we integrate CEF into our company and management processes.”

TransDigm Group Incorporated, through its wholly-owned subsidiaries, is a leading global designer, producer and supplier of highly engineered 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, mechanical/electromechanical actuators and controls, gear pumps, engineered connectors, specialized valving, power conditioning devices, engineered latches and cockpit security devices, specialized AC/DC electric motors, lavatory hardware and components, hold open rods and locking devices, aircraft audio systems, NiCad batteries/chargers, and specialized fluorescent lighting and cockpit displays.

Edgeview Partners, a CIT company, was retained by CEF Industries to serve as exclusive financial advisor during the transaction.

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