
**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): December 14, 2010

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 3710, Cleveland, Ohio

(Address of principal executive offices)

44114

(Zip Code)

(216) 706-2960

(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 December 14, 2010, TransDigm Group Incorporated (“TransDigm Group” or the “Company”) issued a press release announcing the completion of its previously announced offering of \$1.55 billion of 7.75% Senior Subordinated Notes due 2018. A copy of this press release is furnished with this Report as Exhibit 99.1 and is incorporated herein by reference.

On December 14, 2010 the Company also issued a press release announcing that the Company has accepted for purchase approximately \$968 million aggregate principal amount of its 7³/₄% Senior Subordinated Notes due 2014 representing all that were validly tendered and not validly withdrawn at or prior to 5:00 p.m. New York City time, on December 13, 2010 pursuant to the Company’s previously announced cash offers to purchase and consent solicitations for any and all of its outstanding 2014 Notes. A copy of this press release is furnished with this Report as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed with this Current Report on Form 8-K:

- 99.1 Press Release issued December 14, 2010.
- 99.2 Press Release issued December 14, 2010.

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, Chief
Financial Officer and Secretary

Date: December 14, 2010

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued December 14, 2010.
99.2	Press Release issued December 14, 2010.



TransDigm Group Incorporated Announces Successful Completion of Notes Offering

Cleveland, OH, December 14, 2010/PRNewswire-FirstCall/ — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG), announced today that its wholly-owned subsidiary, TransDigm Inc. (the “Company”), has successfully completed its previously announced offering of \$1.55 billion of 7.75% Senior Subordinated Notes due 2018 (the “Notes”).

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, as amended (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, including TransDigm Inc., 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, aircraft audio systems, specialized cockpit displays, engineered latching and locking devices, specialized lavatory components, engineered connectors and elastomers, rods and locking devices, NiCad batterieschargers, and lighting and control technology. More information can be found at www.transdigm.com.

Safe Harbor Statement

This press release contains “forward-looking statements” within the meaning of federal securities law. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company’s control. Such risks and uncertainties include, but are not limited to, the effect of general economic conditions and other factors listed in the Company’s filings with the Securities and Exchange Commission.

Contact: Jonathan D. Crandall
Investor Relations
(216) 706-2945
ir@transdigm.com



**TransDigm Group Incorporated Announces Initial Purchase of 7³/₄% Senior
Subordinated Notes Due 2014 and Receipt of Requisite Consents in Cash
Tender Offers and Consent Solicitations**

Cleveland, OH, December 14, 2010/PRNewswire-FirstCall/ — TransDigm Group Incorporated (“TransDigm Group”) (NYSE: TDG), announced today that its wholly-owned subsidiary, TransDigm Inc. (the “Company”), has accepted for purchase approximately \$968 million aggregate principal amount of its 7³/₄% Senior Subordinated Notes due 2014 (the “2014 Notes”) representing all that were validly tendered and not validly withdrawn at or prior to 5:00 p.m. New York City time, on December 13, 2010 (the “Consent Expiration”) pursuant to the Company’s previously announced cash offers to purchase and consent solicitations (the “Tender Offers”) for any and all of its outstanding 2014 Notes.

The Company used approximately \$1.04 billion of the net proceeds from its private offering of the \$1.55 billion aggregate principal amount of 7.75% Senior Subordinated Notes due 2018 (the “Offering”) to fund the purchase of the 2014 Notes and the related consent payments. The Company expects to use a portion of the remaining net proceeds of the Offering to fund the purchase price of any additional 2014 Notes that are validly tendered pursuant to the Tender Offers and to redeem any and all of the 2014 Notes that remain outstanding following the consummation of the Tender Offers.

The Company also received sufficient consents to approve the proposed amendments to the indentures governing the 2014 Notes (the “Indentures”) that, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default in the Indentures. The Company and the trustee of the 2014 Notes have entered into supplemental indentures implementing these amendments.

The Tender Offers remain open and expire at 12:00 midnight, New York City time, on December 28, 2010, unless extended or earlier terminated (such time and date, as the same may be extended, (the “Expiration Time”). Holders who validly tender, and do not validly withdraw, their 2014 Notes after the Consent Expiration and prior to the Expiration Time will be eligible to receive the tender offer consideration of \$1,012 per \$1,000 principal amount of 2014 Notes, but will not receive the consent payment of \$30.00 per \$1,000 principal amount of 2014 Notes.

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.

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