
**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 2, 2009

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 2, 2009, a newly formed, wholly owned subsidiary of TransDigm Inc. acquired certain assets and liabilities from Dukes, Inc. and GST Industries, Inc. for approximately \$96 million in cash, plus the possibility of future payments up to a total of \$60 million over four years based on the achievement of certain growth targets. Dukes, Inc. and GST Industries, Inc. are both suppliers of proprietary, highly engineered components primarily to the business jet, regional jet, and military aerospace markets, along with commercial and military helicopter markets.

A copy of the December 2, 2009 press release announcing the acquisition is attached to this Report as Exhibit 99.1.

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 2, 2009.

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 2, 2009

Exhibit Index

Exhibit
No.

Description

99.1 Press Release of TransDigm Group Incorporated, dated December 2, 2009.

TransDigm Announces the Acquisition of Dukes, Inc. and GST Industries, Inc.

CLEVELAND, December 2 /PRNewswire-FirstCall/ — TransDigm Group Incorporated (NYSE: TDG) announced today that it has entered into an agreement to acquire substantially all the assets of Dukes, Inc. and GST Industries, Inc. (collectively “Dukes”) for approximately \$96 million in cash, plus the possibility of future payments up to a total of \$60 million over four years based on the achievement of certain growth targets that are well above anticipated industry growth. Dukes Inc., which is headquartered in Northridge, CA, and its subsidiary, GST Industries located in Mesa, AZ, are both suppliers of proprietary, highly engineered components primarily to the business jet, regional jet, and military aerospace markets, along with commercial and military helicopter markets. The Company had annual revenues for fiscal year 2009 of approximately \$36 million.

For over fifty years, Dukes has primarily designed and manufactured highly engineered valves, while also producing certain pumps, solenoids and related components. The majority of the company’s revenues are business-jet related with significant content on the Cessna family of jets and Hawker Beechcraft Premier and 400XP, as well as Bombardier business and regional jets, Bell 206/407/412/429 and military platforms such as the F-16, F-18, C-130, T-50, and AH-1Z/UH-1Y. Major customers include Cessna, Honeywell, Bombardier, Hawker Beechcraft, Lockheed Martin and Bell.

W. Nicholas Howley, Chairman and CEO of TransDigm Group Incorporated stated, “The Dukes business is well known and respected in the aerospace industry. The addition of Dukes to the TransDigm portfolio of companies allows us to continue to expand our existing valve products with offerings across a fuller range of aerospace applications. While 2010 may well be a difficult year for the business jet market, we see significant long-term value creation opportunities in the Dukes business. The proprietary nature of these products along with aftermarket content fit well with our overall business strategy.”

TransDigm Group Incorporated, 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/electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting, specialized AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batterieschargers, and starter generators and related components.

WEB SITE: <http://www.transdigm.com>

CONTACT: Jonathan D. Crandall, Investor Relations, TransDigm Group Incorporated, +1-216-706-2945, ir@transdigm.com