
**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): June 18, 2013

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 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)

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 June 18, 2013, TransDigm Group Incorporated (the “Company”) issued a press release (the “Press Release”) regarding the announcement by TransDigm Inc. of plans to amend its senior secured credit facilities to permit, among other things, a special dividend in the range of \$1 billion to \$1.8 billion, to increase its existing senior secured term facility by \$700 million and to change certain ratios in its existing senior secured credit facility. The Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the announced plans to amend its senior secured credit facilities, as described above, the Company plans to make a presentation to its lenders, as further described in the Press Release. In that presentation, the Company will disclose that the combination of Arkwin Industries, Inc. and Aerosonic Corporation and other recent acquisitions and divestitures, based on the Company’s estimates, would have contributed revenue of approximately \$125 million and EBITDA As Defined of approximately \$27 million for the twelve-month period ended March 30, 2013.

The information in this Current Report on Form 8-K and in the Press Release 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.

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release.

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

Dated: June 18, 2013

EXHIBIT INDEX

Exhibit
Number

Description

99.1

Press Release.



TransDigm Announces Request to Amend Credit Facility and Considers Paying Special Dividend

Cleveland, Ohio, June 18, 2013/PRNewswire / – TransDigm Group Incorporated (NYSE: TDG) today announced that it has requested amendments to its senior secured credit facilities in connection with considering whether to pay a special dividend.

TransDigm Inc. has requested that its senior lenders consent to amendments to its senior secured credit facilities to permit, among other things, a special dividend, to increase its existing senior secured term facility by \$700 million and to change certain ratios in its existing senior secured credit facility. In addition to the \$700 million of new term loans, TransDigm Inc. may also seek to raise \$700 million of new subordinated debt.

TransDigm Group is considering paying a cash dividend in the range of \$1 billion to \$1.8 billion with the proceeds of the aforementioned debt financing. The specific timing and aggregate amount of the dividend, if any, has not been determined and there can be no assurance that such dividend will be declared and paid or that any potential related debt financing will be incurred. Whether to pay the dividend and the amount thereof are subject to consideration of various factors by TransDigm's Board of Directors, including, among other things, TransDigm's financial position, the availability of capital on favorable terms and liquidity and capacity post dividend adequate to meet our likely range of acquisition and other business requirements.

In connection with the proposed amendments to its senior secured credit facilities, TransDigm will make a presentation to its lenders on Tuesday, June 18, 2013 (2:00 p.m. EST start).

Important Notice

This press release is not an offer to sell or the solicitation of an offer to buy any securities. Any securities that may be issued in connection with or as a result of the proposed amendments to the senior secured credit facilities or the other transactions contemplated hereby 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 exemption from the registration requirements of the Securities Act and applicable state securities laws.

About TransDigm Group

TransDigm Group, 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/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces and lighting and control technology.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause its actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: the conditions of the debt markets; interest rate changes; the Company's compliance with its debt covenants; local, regional, national and international economic conditions; and other factors. Except as required by law, TransDigm Group undertakes no obligation to revise or update any forward-looking statements contained in this press release.

Contact: Liza Sabol
Investor Relations
(216) 706-2945
ir@transdigm.com