
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

TRANSDIGM GROUP INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

51-0484716
(I.R.S. Employer
Identification Number)

**1301 East 9th Street, Suite 3710
Cleveland, Ohio 44114
(216) 706-2939**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

TransDigm Group Incorporated 2006 Stock Incentive Plan
(Full title of the plan)

**W. Nicholas Howley
Chairman and Chief Executive Officer
TransDigm Group Incorporated
1301 East 9th Street, Suite 3710
Cleveland, Ohio 44114
(216) 706-2939**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Suzanne K. Hanselman, Esq.
Baker & Hostetler LLP
3200 National City Center
1900 East Ninth Street
Cleveland, Ohio 44114
(216) 621-0200**

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Common Stock, par value \$0.01 per share	1,500,000	\$ 37.055	\$55,582,500	\$2,184.39

- (1) This Registration Statement covers 1,500,000 additional shares of the Common Stock, par value \$0.01 per share (the "Common Stock"), of TransDigm Group Incorporated authorized to be offered and sold pursuant to the TransDigm Group Incorporated 2006 Stock Incentive Plan, as amended (the "2006 Plan"). 2,619,668 shares of Common Stock to be offered and sold pursuant to the 2006 Plan (as well as 8,345,686 shares of Common Stock to be sold under the TD Holding Corporation Third Amended and Restated 2003 Stock Option Plan (now known as the TransDigm Group Incorporated Fourth Amended and Restated 2003 Stock Option Plan, as amended)) were previously registered pursuant to Registration Statement on Form S-8 File No. 333-132808 filed March 29, 2006. In addition, this Registration Statement covers an indeterminable number of additional shares as may hereafter be offered or issued pursuant to the Plans to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration.
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended.

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The contents of TransDigm Group Incorporated's Registration Statement on Form S-8, File No. 333-132808, filed March 29, 2006, relating to the registration of offers and sales of Common Stock pursuant to the TransDigm Group Incorporated 2006 Stock Incentive Plan are hereby incorporated by reference.

Item 8. EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
5.1	Opinion of Baker & Hostetler LLP regarding the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Baker & Hostetler LLP (included in Exhibit 5.1).
24	Power of Attorney (reference is made to the signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on the 7th day of August, 2008.

TRANSDIGM GROUP INCORPORATED

By: /s/ W. Nicholas Howley
Name: W. Nicholas Howley
Title: Chairman of the Board and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of TransDigm Group Incorporated hereby severally constitutes and appoints W. Nicholas Howley and Gregory Rufus, and each of them, with full power to act without the other, as his true and lawful attorney-in-fact and agent for the undersigned, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
By: <u>/s/ W. Nicholas Howley</u> W. Nicholas Howley	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 7, 2008
By: <u>/s/ Gregory Rufus</u> Gregory Rufus	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 7, 2008
By: <u>/s/ David Barr</u> David Barr	Director	August 7, 2008
By: <u>/s/ Michael Graff</u> Michael Graff	Director	August 7, 2008
By: <u>/s/ Sean Hennessy</u> Sean Hennessy	Director	August 7, 2008
By: <u>/s/ Dudley Sheffler</u> Dudley Sheffler	Director	August 7, 2008
By: <u>/s/ Douglas Peacock</u> Douglas Peacock	Director	August 7, 2008
By: <u>/s/ Mervin Dunn</u> Mervin Dunn	Director	August 7, 2008

[BAKER & HOSTETLER LETTERHEAD]

August 7, 2008

TransDigm Group Incorporated
1301 East 9th Street, Suite 3710
Cleveland, Ohio 44114

Ladies and Gentlemen:

We have acted as counsel to TransDigm Group Incorporated, a corporation organized under the laws of the State of Delaware (the "Company"), with respect to the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission on or about August 7, 2008, in connection with the registration under the Securities Act of 1933, as amended (the "Act"), by the Company of 1,500,000 additional shares of the Company's common stock, par value \$0.01 per share (the "Shares"), issuable under the TransDigm Group Incorporated 2006 Stock Incentive Plan (the "Plan").

We have examined copies of the Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, the Plan, the Registration Statement, all relevant resolutions adopted by the Company's Board of Directors, and such other records and documents that we have deemed necessary for the purpose of this opinion. We have also examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such other documents, corporate records, papers, statutes and authorities as we have deemed necessary to form a basis for the opinions hereinafter expressed.

In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company and public officials.

Based on the foregoing, we are of the opinion that, when the Registration Statement has become effective under the Act, the Shares to be issued by the Company under the Plan, when duly issued, sold and paid for in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

This opinion is limited to the laws of the State of Ohio, the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) and the federal laws of the United States of America.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ BAKER & HOSTETLER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the TransDigm Group Incorporated 2006 Stock Incentive Plan of our report dated November 21, 2007, with respect to the consolidated financial statements and schedule and the effectiveness of internal control over financial reporting of TransDigm Group Incorporated included in its Annual Report on Form 10-K for the year ended September 30, 2007, filed with the Securities and Exchange Commission.

Ernst & Young LLP

Cleveland, Ohio
August 7, 2008