SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 2)*

TransDigm Group Incorporated

(Name of Issuer)
Common Stock
(Title of Class of Securities)
003044100
893641100
(CUSIP Number)
December 21, 2000
December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Management, L.L.C. ("Tiger Management")							
2	CHECK THE APPROPRIA	ATE BO	X IF A MEMBER OF A GROUP*	(a)	0	(b)	x
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARES WITH SOLE VOTING POWER 3,157,329 shares, of which 69,458 are directly owned by Tiger Global II, L.P. ("Tiger Global II, L.P. ("Tiger Global II, L.P. ("Tiger Global II, Tiger Global II ("Coleman"), the managing member of each of Tiger Management and Tiger Global Performance, L.L.C. ("Tiger Global Performance"), may be deemed to have sole voting power with respect to such shares; Tiger Global Performance, the general partner of each of Tiger Global II, Tiger Global and TGMF, may be deemed to have sole voting power with respect to such shares directly owned by such entities.						obal Figer es P. mance, ares;
		6	SHARED VOTING POWER See response to row 5.				
		7	SOLE DISPOSITIVE POWER 3,157,329 shares, of which 69,458 are directly owned by Tiger Global II, 1,775, Tiger Global and 1,312,813 are directly owned by TGMF. Tiger Management is each of Tiger Global II, Tiger Global and TGMF and may be deemed to have so respect to such shares, and Coleman, the managing member of each of Tiger Ma Performance, may be deemed to have sole dispositive power with respect to such Performance, the general partner of each of Tiger Global II, Tiger Global and TG sole dispositive power with respect to such shares directly owned by such entities	the invented the theology of the disposing of the theology of	estment in sitive potent and Test; Tiger (manager ower with Tiger Glo Global	of h obal
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,157,329						
10	CHECK BOX IF THE AGEXCLUDES CERTAIN SE		TE AMOUNT IN ROW (9)			0	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.4%						
12	TYPE OF REPORTING PERSON*						

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CUSIP NO. 893641100

CUSI	IP NO. 893641100		13 G			Page	3 of 12
1	NAME OF REPORTING I I.R.S. IDENTIFICATION Tiger Global II, L.P.	NO. OF	ABOVE PERSONS (ENTITIES ONLY)				
2	CHECK THE APPROPRI	ATE BC	X IF A MEMBER OF A GROUP*	(a)	0	(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 69,458, except that each of Tiger Global Performance, the general partner of Tiger Management, L.L.C. ("Tiger Management"), the investment manager of Tiger Chave sole voting power with respect to such shares, and Coleman, the managing Global Performance and Tiger Management, may be deemed to have sole voting shares.	Global I membe	l, may be er of eacl	e deemed h of Tige	l to er
	6 SHARED VOTING POWER See response to row 5.						
		7	SOLE DISPOSITIVE POWER 69,458 shares, except that each of Tiger Global Performance, the general partne Management, the investment manager of Tiger Global II, may be deemed to hav respect to such shares, and Coleman, the managing member of each of Tiger Gl Management, may be deemed to have sole dispositive power with respect to such	ze sole d obal Per	lispositiv formano	ve power	with
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT REPORTING PERSON	BENEF	ICIALLY OWNED BY EACH		69,45	58	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%						
12	TYPE OF REPORTING P	ERSON	k		PN		

CUSI	P NO. 893641100			13 G		Page 4 of 12		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global, L.P. ("Tiger Global")							
2	CHECK THE APPROPRI	ATE BO	OX IF A MEMBER OF A GROUP*		(a)	o (b) x		
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 1,775,058 shares, except that each of Management, the investment manage to such shares, and Coleman, the management, may be deemed to have	ger of Tiger Global, may be anaging member of each of	deemed to have sole voti Tiger Global Performand	ing power with respect		
	WITH 6 SHARED VOTING POWER See response to row 5.							
	7 SOLE DISPOSITIVE POWER 1,775,058 shares, except that each of Tiger Global Performance, the general partner of Tiger Global, and Management, the investment manager of Tiger Global, may be deemed to have sole dispositive power we respect to such shares, and Coleman, the managing member of each of Tiger Global Performance and Times Management, may be deemed to have sole dispositive power with respect to such shares.					positive power with formance and Tiger		
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOUNT REPORTING PERSON	BENEI	FICIALLY OWNED BY EACH			1,775,058		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.6%							
12	TYPE OF REPORTING PERSON* PN							

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Performance, L.L.C. ("Tiger Global Performance")							
2	CHECK THE APPROPRIA	ATE BO	X IF A MEMBER OF A GROUP*	(a)	0	(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SIGN WITH SOLE VOTING POWER 3,157,329 shares, of which 69,458 are directly owned by Tiger Global II, 1,775,058 are directly owned by Tiger Global, and 1,312,813 are directly owned by TGMF. Tiger Global Performance is the general partner of each of Tiger Global II, Tiger Global and TGMF and may be deemed to have sole voting power with respect to such shares, Tiger Management is the investment manager of each of Tiger Global II, Tiger Global and TGMF and may be deemed to have sole voting power with respect to such shares and Coleman, the managing member of each of Tiger Global Performance and Tiger Management, may be deemed to have sole voting power with respect to such shares.						
		6	SHARED VOTING POWER See response to row 5.				
		7	SOLE DISPOSITIVE POWER 3,157,329 shares, of which 69,458 are directly owned by Tiger Global II, 1,775, Tiger Global and 1,312,813 are directly owned by TGMF. Tiger Global Perform each of Tiger Global II, Tiger Global and TGMF and may be deemed to have sol respect to such shares, Tiger Management is the investment manager of each of and TGMF and may be deemed to have sole dispositive power with respect to su managing member of each of Tiger Global Performance and Tiger Management, dispositive power with respect to such shares.	ance is tl e dispos Figer Glo ich share	ne gener itive por obal II, T es and C	al partne wer with Tiger Gle oleman,	er of obal the
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,157,329						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.4%						
12	TYPE OF REPORTING PERSON* OO						

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CUSI	P NO. 893641100		13 G			Page	6 of 12	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Master Fund, L.P. ("TGMF")							
2	CHECK THE APPROPRI	ATE BC	X IF A MEMBER OF A GROUP*	(a)	0	(b)	X	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,312,813 shares, except that Tiger Management, the investment manager of TGM sole voting power with respect to such shares, Tiger Global Performance, the gene deemed to have sole voting power with respect to such shares, and Coleman, the Tiger Management and Tiger Global Performance, may be deemed to have sole vosuch shares.	eral paı managi	rtner of '	TGMF, raber of ea	may be ach of	
	,,,,,,,	6	SHARED VOTING POWER See response to row 5.					
		7	SOLE DISPOSITIVE POWER 1,312,813 shares, except that Tiger Management, the investment manager of TGM sole dispositive power with respect to such shares, Tiger Global Performance, the may be deemed to have sole dispositive power with respect to such shares, and Comember of each of Tiger Management and Tiger Global Performance, may be deep power with respect to such shares.	genera oleman	al partne , the ma	r of TGN maging	MF,	
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,312,813							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* o							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.7%							
12	TYPE OF REPORTING P	ERSON	*		PN			

 \ast SEE INSTRUCTIONS BEFORE FILLING OUT!

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								-
1	NAME OF REPORTING I I.R.S. IDENTIFICATION Charles P. Coleman I	NO. OF	ABOVE PERSONS (ENTITIES ON	LY)				
2	CHECK THE APPROPRL	ATE BO	X IF A MEMBER OF A GROUP*		(a) 0	(b)	x
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen							
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 3,157,329 shares, of which 69,458 Tiger Global, and 1,312,813 are di Global Performance (the general p Management (the investment mana to have sole voting power with res	rectly owned by TGMF. Cole artner of each of Tiger Global ager of each of Tiger Global I	man is the managing II, Tiger Global and	g member of d TGMF) and	each of T d Tiger	iger
		6	SHARED VOTING POWER See response to row 5.					
		7	SOLE DISPOSITIVE POWER 3,157,329 shares, of which 69,458 Tiger Global and 1,312,813 are dir Global Performance (the general p Management (the investment manato have sole dispositive power with	ectly owned by TGMF. Coler artner of each of Tiger Global ager of each of Tiger Global I	nan is the managing III, Tiger Global and	member of o	each of Ti d Tiger	iger
		8	SHARED DISPOSITIVE POWER See response to row 7.	3				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,157,329							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 0							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.4%							
12	TYPE OF REPORTING PERSON* IN							

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This Amendment No. 2 amends the Schedule 13G filed with the Securities and Exchange Commission on July 5, 2007, as amended by Amendment No. 1 on February 12, 2009 by Tiger Global Management, L.L.C., a Delaware limited liability company, Tiger Global II, L.P., a Delaware limited partnership, Tiger Global, L.P., a Delaware limited partnership, Tiger Global Performance, L.L.C., a Delaware limited liability company, Tiger Global Master Fund, L.P., a Cayman Islands limited partnership, and Charles P. Coleman III. The foregoing entities and individual are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4. <u>OWNERSHIP</u>

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has:</u>
 - (i) Sole power to vote or to direct the vote:See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of:See Row 7 of cover page for each Reporting Person.
 - (iv) <u>Shared power to dispose or to direct the disposition of:</u>See Row 8 of cover page for each Reporting Person.

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<u>SIGN</u>	<u>ATURES</u>
After reasonable inquiry and to the best of my knowledge and be correct.	elief, I certify that the information set forth in this statement is true, complete and
Dated: February 12, 2010	
Tiger Global Management, L.L.C.	/s/ Charles P. Coleman III Signature
	Charles P. Coleman III Managing Member
Tiger Global II, L.P. By Tiger Global Performance, L.L.C. Its General Partner	/s/ Charles P. Coleman III Signature
its General Faturer	Charles P. Coleman III Managing Member
Tiger Global, L.P. By Tiger Global Performance, L.L.C.	/s/ Charles P. Coleman III Signature
Its General Partner	Charles P. Coleman III Managing Member
Tiger Global Master Fund, L.P.	/s/ Charles P. Coleman III
By Tiger Global Performance, L.L.C.	Signature

Signature

Signature

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III

Charles P. Coleman III Managing Member

/s/ Charles P. Coleman III

Its General Partner

Charles P. Coleman III

Tiger Global Performance, L.L.C.

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Exhibit

Numbered Page Exhibit A: Agreement of Joint Filing

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Found on Sequentially

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of TransDigm Group Incorporated shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.