

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>TRANSDIGM GROUP INC.</b>		2 Issuer's employer identification number (EIN) <b>41-2101738</b>	
3 Name of contact for additional information <b>THOMAS W. MILLER</b>	4 Telephone No. of contact <b>216 706 2960</b>	5 Email address of contact <b>TMILLER@TRANSDIGM.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1301 E. 9TH STREET, SUITE 3000</b>		7 City, town, or post office, state, and Zip code of contact <b>CLEVELAND, OH 44114</b>	
8 Date of action <b>JULY 25, 2013</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>893641100</b>	11 Serial number(s)	12 Ticker symbol <b>TDG</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

**ON JULY 25, 2013, TRANSDIGM GROUP INC. MADE A CASH DISTRIBUTION OF \$22.00 PER SHARE TO ITS SHAREHOLDERS ON RECORD AS OF JULY 15, 2013.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **TRANSDIGM GROUP INC. PAID A DISTRIBUTION OF \$22.00 PER SHARE ON JULY 25, 2013.**

**THIS DISTRIBUTION RESULTED IN A \$20.29 NON-TAXABLE RETURN OF CAPITAL. THE PORTION OF THE DISTRIBUTION THAT CONSTITUTES A RETURN OF CAPITAL WILL DECREASE A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INC. SHARES. ANY PORTION OF THIS DISTRIBUTION THAT EXCEEDS A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INC. SHARES WILL BE TAXED AS A CAPITAL GAIN TO THE SHAREHOLDER.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **TRANSDIGM GROUP INC. HAS DETERMINED THAT 7.779% (OR \$1.71 PER SHARE) OF THE JULY 25, 2013**

**DISTRIBUTION WILL BE TREATED AS A TAXABLE DISTRIBUTION. THE REMAINING 92.221% (OR \$20.29 PER SHARE) WILL BE TREATED AS A RETURN OF CAPITAL UNDER SECTION 301(c)(2).**

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 301(a), 301(c), 312(a), 316(a), 317(a), AND TREASURY REGULATION 1.1502-33.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS SHOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE CASH DISTRIBUTION WAS RECEIVED (FOR EXAMPLE, 2013 FOR INDIVIDUALS).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Thomas W. Miller*

Date ▶ JULY 1, 2014

Print your name ▶ THOMAS W. MILLER

Title ▶ DIRECTOR OF TAX

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	