
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

SERVOTRONICS, INC.

(Name of Subject Company (Issuer))

TDG RISE MERGER SUB, INC.

(Offeror)

A Wholly Owned Subsidiary of

TRANSDIGM INC.

(Parent of Offeror)

A Wholly Owned Subsidiary of

TRANSDIGM GROUP INCORPORATED

(Parent of Offeror)

(Name of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$.20 per share

(Title of Class of Securities)

817732100

(CUSIP Number of Class of Securities)

Jessica L. Warren

General Counsel, Chief Compliance Officer, and Secretary

TransDigm Group Incorporated

1350 Euclid Avenue, Suite 1600

Cleveland, Ohio 44115

(216) 706-2960

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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Cleveland, Ohio 44114

(216) 621-0200

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

This filing relates solely to preliminary communications made before the commencement of a planned tender offer by TDG Rise Merger Sub, Inc. (“Merger Sub”), a Delaware corporation and wholly owned subsidiary of TransDigm Inc. (“TransDigm”), a Delaware corporation and wholly owned subsidiary of TransDigm Group Incorporated, a Delaware corporation (“TransDigm Group”), for all of the outstanding common stock of Servotronics, Inc., a Delaware corporation (“Servotronics”). The tender offer will be commenced pursuant to the Agreement and Plan of Merger, dated as of May 18, 2025, by and among Servotronics, TransDigm and Merger Sub (the “Merger Agreement”).

This communication is not an offer to purchase or a solicitation of an offer to sell securities of Servotronics. The planned tender offer by Merger Sub for all of the outstanding shares of common stock of Servotronics has not been commenced. On commencement of the tender offer, Merger Sub will mail to Servotronics stockholders an offer to purchase and related materials and Servotronics will thereafter mail to its stockholders a solicitation/recommendation statement with respect to the tender offer. TransDigm Group, TransDigm and Merger Sub will file the offer to purchase with the Securities and Exchange Commission (the “SEC”) on Schedule TO, and Servotronics will file its solicitation/recommendation statement with the SEC on Schedule 14D-9. **SERVOTRONICS STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE, SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING TERMS AND CONDITIONS OF THE OFFER.** Servotronics stockholders may obtain a free copy of these materials (when they become available) and other documents filed by TransDigm Group, TransDigm and Merger Sub or Servotronics with the SEC at the website maintained by the SEC at www.sec.gov. These materials also may be obtained (when they become available) for free by contacting the information agent for the tender offer (when one is selected).

Some of the statements in this communication constitute forward-looking statements. These statements are related to the expected timing, completion and effects of the proposed transaction or other future events, and may be identified by terminology such as “may,” “will,” “should,” “expects,” “scheduled,” “plans,” “intends,” “anticipates,” “believes,” “estimates,” “potential,” or “continue,” or the negative of such terms, or other comparable terminology. These statements are only predictions and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Servotronics and TransDigm Group, TransDigm and Merger Sub might not be able to complete the proposed transaction on terms herein, other acceptable terms or at all because of a failure to satisfy closing conditions, or other factors. Servotronics and TransDigm Group, TransDigm and Merger Sub make no promise to update any forward-looking statement, whether as a result of changes in underlying factors, new information, future events or otherwise.

EXHIBIT INDEX

Exhibit
Number

Description

99.1

[Press Release, dated May 19, 2025](#)



TransDigm Group and Servotronics, Inc. Announce Acquisition Agreement

Cleveland, Ohio, and Elma, New York, May 19, 2025/PRNewswire / — TransDigm Group Incorporated (“TransDigm”) (NYSE: TDG) and Servotronics, Inc. (“Servotronics”) (NYSE American: SVT) today announced a definitive merger agreement providing for Servotronics to become an indirect wholly owned subsidiary of TransDigm. TransDigm designs, produces and supplies highly engineered aircraft components. Servotronics designs, produces and supplies highly engineered servo valves.

Under the terms of the agreement, a subsidiary of TransDigm will commence a tender offer to acquire all the outstanding shares of Servotronics for \$38.50 per share in cash, in a transaction valued at approximately \$110 million, including certain tax benefits. The cash consideration represents a premium of approximately 274% to Servotronics’ closing share price on May 16, 2025, the last trading day prior to today’s announcement.

Following the purchase of shares through the tender offer, TransDigm will complete the acquisition of Servotronics by acquiring all remaining shares not acquired in the offer through a merger at the same price as the tender offer. The acquisition will be funded with TransDigm’s cash on hand and is not subject to any financing conditions. The merger agreement was unanimously approved by the Board of Directors of Servotronics.

Servotronics, headquartered in Elma, New York, is a leading global designer and manufacturer of servo controls and other advanced technology components for aerospace and defense applications. Servotronics’ products have a strong presence across major aerospace and defense platforms and significant aftermarket content. Servotronics’ revenues are primarily derived from the commercial aerospace end market and nearly all revenue is generated from proprietary products. Servotronics employs approximately 275 people and generated approximately \$45 million in revenue for its fiscal year ended December 31, 2024.

Kevin Stein, TransDigm’s President and Chief Executive Officer stated, “We are excited to have an agreement to acquire Servotronics and welcome them to TransDigm. Servotronics’ highly engineered, proprietary products with significant aftermarket exposure fit well with our long-standing strategy. Nearly 80% of the business serves commercial aerospace and the business has significant shipset content across major commercial and defense platforms. Servotronics is a market leader and pioneer across servo valve technology, and we are excited to partner with Servotronics to continue investing in the business. We are confident that TransDigm will be a great long-term home for this business, its employees, and customers in Western New York.”

Bill Farrell Jr., Servotronics' Chief Executive Officer, added, "We believe Servotronics will be an excellent addition to the TransDigm portfolio of companies, as our products, business model, strategy and focus are closely aligned. Being part of a larger aerospace company will allow for further growth opportunities and provide resources for Servotronics to continue developing the highly engineered, proprietary products that we are known for today. We believe this transaction delivers immediate and certain value for Servotronics' shareholders and positions Servotronics well for the future. We are proud of our history and accomplishments and look forward to our long future together with TransDigm."

Under the terms of the merger agreement, the parties anticipate that TransDigm will commence a cash tender offer for all of the outstanding shares of Servotronics on or before June 9, 2025. TransDigm's obligation to accept and purchase Servotronics common stock tendered pursuant to the tender offer will be subject to customary closing conditions, including the valid tender of a majority of the outstanding shares of Servotronics common stock.

Advisors

Baker & Hostetler LLP is acting as legal counsel to TransDigm. Houlihan Lokey is acting as financial advisor and Bond Schoeneck & King is acting as legal counsel to Servotronics.

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, batteries and chargers, engineered latching and locking devices, engineered rods, engineered connectors and elastomer sealing solutions, databus and power controls, cockpit security components and systems, specialized and advanced cockpit displays, engineered audio, radio and antenna systems, specialized lavatory components, seat belts and safety restraints, engineered and customized interior surfaces and related components, advanced sensor products, switches and relay panels, thermal protection and insulation, lighting and control technology, parachutes, high performance hoists, winches and lifting devices, cargo loading, handling and delivery systems and specialized flight, wind tunnel and jet engine testing services and equipment, electronic components used in the generation, amplification, transmission and reception of microwave signals, and complex testing and instrumentation solutions.

About Servotronics, Inc.

Servotronics designs, develops, and manufactures servo controls and other components for various commercial and government applications including aircraft, jet engines, missiles, manufacturing equipment and other aerospace applications at its operating facilities in Elma and Franklinville, New York.

IMPORTANT INFORMATION ABOUT THE TENDER OFFER

This communication is not an offer to purchase or a solicitation of an offer to sell securities of Servotronics. The planned tender offer by TransDigm and its subsidiaries TransDigm Inc. and TDG Rise Merger Sub, Inc. (“Merger Sub”) for all of the outstanding shares of common stock of Servotronics has not been commenced. On commencement of the tender offer, Merger Sub will mail to Servotronics stockholders an offer to purchase and related materials and Servotronics will thereafter mail to its stockholders a solicitation/recommendation statement with respect to the tender offer. TransDigm, TransDigm Inc. Merger Sub will file the offer to purchase with the Securities and Exchange Commission (the “SEC”) on Schedule TO, and Servotronics will file its solicitation/recommendation statement with the SEC on Schedule 14D-9. **SERVOTRONICS STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE, SINCE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING TERMS AND CONDITIONS OF THE OFFER.** Servotronics stockholders may obtain a free copy of these materials (when they become available) and other documents filed by TransDigm, TransDigm Inc. and Merger Sub or Servotronics with the SEC at the website maintained by the SEC at www.sec.gov. These materials also may be obtained (when they become available) for free by contacting the information agent for the tender offer (when one is selected).

Forward-Looking Statements

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