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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 6, 2010**

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**TransDigm Group Incorporated**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-32833**

(Commission File Number)

**41-2101738**

(IRS Employer Identification No.)

**1301 East 9<sup>th</sup> Street, Suite 3710, Cleveland, Ohio**

(Address of principal executive offices)

**44114**

(Zip Code)

**(216) 706-2960**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants' under any of the following provisions (see General Instruction A.2. below):

- 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 August 6, 2010, TransDigm Group Incorporated announced that it has entered into an agreement to acquire the stock of Semco Instruments, Inc. (Semco) for approximately \$73.5 million in cash, subject to adjustment for working capital above or below a target amount. The acquisition transaction, which is subject to certain conditions, is expected to close in the fourth quarter of fiscal 2010. Semco, located in Valencia, California and in Nogales, Mexico, designs and manufactures proprietary, highly engineered sensors, thermocouples and other products which are used by turbo-prop, turbo-fan, and turbo-shaft engine manufacturers servicing the aerospace industry.

A copy of the August 6, 2010 press release announcing the agreement is attached to this Report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

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

99.1 Press Release issued August 6, 2010.

**SIGNATURES**

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

Gregory Rufus  
Executive Vice President, Chief  
Financial Officer and Secretary

Date: August 6, 2010

**Exhibit Index**

**Exhibit No.**

**Description**

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99.1 Press Release of TransDigm Group Incorporated, dated August 6, 2010.

**TransDigm to Acquire Semco Instruments Inc.**

Cleveland, Ohio, August 6, 2010/PRNewswire-FirstCall/ — TransDigm Group Incorporated (NYSE: TDG), announced today that it has entered into a definitive agreement to acquire the stock of Semco Instruments Inc. (Semco), for approximately \$73.5 million in cash. The acquisition, which is subject to certain conditions, is expected to close during the fourth quarter of fiscal 2010. Semco, located in Valencia, California and in Nogales, Mexico, manufactures proprietary, highly engineered components for all major turbo-prop, turbo-fan, and turbo-shaft engine manufacturers. Semco had annual revenues for calendar year 2009 of approximately \$38 million, with significant aftermarket content.

Semco designs and manufactures highly engineered sensors, thermocouples and other products. Significant platform applications include ERJ 170/190, ATR 42/72, Dash-8, the Cessna, Lear and Raytheon family of business jets, as well as a broad range of commercial and military helicopters. Major customers include Pratt Whitney, Hamilton Sundstrand, Sikorsky, Honeywell, General Electric, and the US Government.

W. Nicholas Howley, Chairman and CEO of TransDigm Group Incorporated stated, “Semco is an outstanding business that both fits well with our strategy and also allows us to expand our content for certain engine applications. The company has a significant installed base of product and continues to benefit by its strong relationships and OEM production positions with the industry’s premier engine manufacturers. Its diversified market presence provides stability to cash flows and should provide significant future value creation opportunities.”

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/ electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting, specialized AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batteries/chargers, and starter generators and related components.

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