
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (date of earliest event reported): **January 4, 2016**

TRANSDIGM GROUP INCORPORATED

(Exact name of Registrant as specified in charter)

Delaware

(State or other
jurisdiction of incorporation)

001-32833

(Commission File Number)

41-2101738

(I.R.S. Employer
Identification No.)

**1301 East 9th Street, Suite 3000
Cleveland, Ohio**

(Address of principal executive offices)

44114

(Zip Code)

Registrant's telephone number, including area code: **(216) 706-2960**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 January 4, 2016, TransDigm Group Incorporated (“TransDigm”) completed its tender offer for the outstanding shares of Breeze-Eastern Corporation (“Breeze-Eastern”) for \$19.61 per share in cash, without interest and less any applicable withholding taxes. TransDigm expects to promptly complete its acquisition of Breeze-Eastern through a merger of TransDigm’s subsidiary with and into Breeze-Eastern, with Breeze-Eastern surviving the merger and continuing as an indirect wholly-owned subsidiary of TransDigm.

A copy of the January 4, 2016 press release announcing the completion of the tender offer is attached to this Current Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---------------------------------------|
| 99.1 | Press Release issued January 4, 2016. |

SIGNATURE

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.

Dated: January 4, 2016

TRANSDIGM GROUP INCORPORATED

By: /s/ Terrance Paradie

Terrance Paradie

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description of Exhibit

99.1

Press Release issued January 4, 2016.

TRANSDIGM GROUP INCORPORATED COMPLETES TENDER OFFER FOR SHARES OF BREEZE-EASTERN CORPORATION

Cleveland, OH and Whippany, NJ – January 4, 2016 – TransDigm Group Incorporated (“TransDigm”) (NYSE: TDG) and Breeze-Eastern Corporation (“Breeze-Eastern”) (NYSE MKT: BZC) today announced the successful completion of the tender offer by TransDigm, through an indirect wholly-owned subsidiary, for all of Breeze-Eastern’s outstanding shares (“Shares”) for \$19.61 per Share in cash, without interest and less any applicable withholding taxes. The tender offer expired at 12:00 midnight, New York City time, at the end of the day on December 31, 2015. As of the expiration of the offer, 7,203,868 Shares were validly tendered and not withdrawn (including 38,918 Shares tendered pursuant to guaranteed delivery procedures), representing approximately 72.6% of the outstanding Shares. All validly tendered and not withdrawn Shares have been accepted for purchase.

TransDigm and Breeze-Eastern intend to promptly complete TransDigm’s acquisition of Breeze-Eastern through a merger of TransDigm’s subsidiary with and into Breeze-Eastern, with Breeze-Eastern surviving the merger and continuing as an indirect wholly-owned subsidiary of TransDigm. TransDigm and Breeze-Eastern intend to effect the merger without a vote or any other action of Breeze-Eastern’s stockholders as permitted under Delaware law. As a result of the merger, all remaining stockholders of Breeze-Eastern (other than TransDigm, Breeze-Eastern and any of their respective subsidiaries and holders that properly exercised appraisal rights) will receive \$19.61 per Share in cash, without interest and less any applicable withholding taxes. Following completion of the merger, the Shares will cease to be traded on the NYSE MKT.

Advisors

Baker & Hostetler LLP acted as legal advisor to TransDigm. Harris Williams & Co. acted as financial advisor and Freshfields Bruckhaus Deringer US LLP acted as legal advisor to Breeze-Eastern.

About TransDigm

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, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces and related components, lighting and control technology, military personnel parachutes and cargo loading, handling and delivery systems.

About Breeze-Eastern Corporation

Breeze-Eastern Corporation is a leading global designer and manufacturer of high performance lifting and pulling devices for military and civilian aircraft, including rescue hoists, winches and

cargo hooks, and weapons-lifting systems. Breeze-Eastern employs approximately 172 people at its facility in Whippany, New Jersey and in Fredericksburg, Virginia.

Media / Investor Contacts

For TransDigm Group Incorporated

TransDigm Group Incorporated

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For Breeze-Eastern Corporation

Breeze-Eastern Corporation

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